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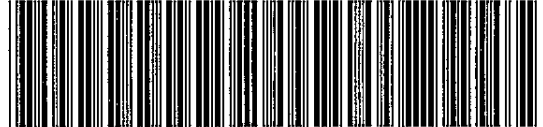
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. BRYAN AUG 25 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Asbury Park Apartments
of Gainesville, LLC*

*File
2nd*

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Signature _____

Requested by: *WL*

Name _____

Date *8/23*

Time *9:00*

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
✓ ____ Art. of Amend. File *LL* _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
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____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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____ Courier _____

**AMENDED ARTICLES OF ORGANIZATION
OF
ASBURY PARK APARTMENTS OF GAINESVILLE, LLC
(A Florida Limited Liability Company)**

FILED
2004 AUG 25 AM 10:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WHEREAS, ASBURY PARK APARTMENTS OF GAINESVILLE, LLC, a limited liability company, organized under the laws of the State of Florida, filed Articles of Organization on January 11, 2001 with the Department of State of the State of Florida, and

WHEREAS, the Department of State of the State of Florida assigned document number L01000000711,

WHEREAS, the following Articles of Organization of Asbury Park Apartments of Gainesville, LLC were amended and are as follows:

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company are as follows:

Mailing Address
5333 SW 75th St
Gainesville, Florida 32608

Street Address
5333 SW 75th St
Gainesville, Florida 32608

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are as follows:

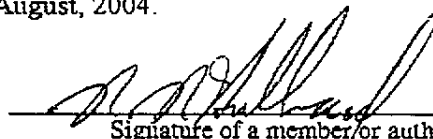
Charles M. Gadd, Jr., Esquire
Clayton-Johnston, P.A.
111 SE First Avenue
Gainesville, Florida 32602

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the manager of the company is as follows:

Roderick R. Hubbard
5333 SW 75th Street
Gainesville, Florida 32608

Dated 24th of August, 2004.



Signature of a member/or authorized representative of a member

Roderick R. Hubbard

Typed or printed name of signee