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ACCOUNT NO. : 072100000032

REFERENCE: 794923

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4312909

AUTHORIZATION 6

COST LIMIT : \$55.0

ORDER DATE : January 5, 2006

ORDER TIME : 10:50 AM

ORDER NO. : 794923-005

CUSTOMER NO: 4312909

DOMESTIC AMENDMENT FILING

NAME: EF MINUS S, L.L.C.

EFFECTIVE DATE:

XX AMENDED AND RESTATED ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS:

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

TO PARTY OF STATE OF

EF MINUS S, L.L.C.

To the Department of State State of Florida

Pursuant to Section 608.411, Florida Statutes, EF Minus S, L.L.C., a Florida limited liability company, (the "Company"), does hereby amend and restate its Articles of Organization.

- 1. The name of the Company is EF Minus S, L.L.C.
- 2. The Articles of Organization were filed on August 8, 2001, and assigned document number L01000013218.
- 3. The text of the Amended and Restated Articles of Organization of the Company, as amended hereby, is annexed hereto and made a part hereof.

Executed on January 3 , 2006

EF MINUS S, L.L.C.

BY: TUSCAWILLA ACQUISITION SUBSIDIARY LLC, a Delaware limited liability company, Sole Member

BY: Kolter Land Division LLC,

a Delaware limited liability company,

Sole Member

Michael Clarke, Manager

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF EF MINUS S, L.L.C.



ARTICLE I - Name:

The name of the Limited Liability Company is: EF Minus S, L.L.C.

ARTICLE II - Address:

The street address of the principal office and the mailing address of the Limited Liability Company is:

1601 Forum Place, Suite 805 West Palm Beach, Florida 33401

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the abovestated limited liability company at the place designated in this certificate, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Corporation Service Company is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CORPORATION SERVICE COMPANY

BY:
Name:

Jeanine Reynolds

Title:

as its agent

ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member are as follows:

<u>Title</u>

Name and Address

Manager

Michael Clarke

1601 Forum Place, Suite 805 West Palm Beach, Florida 33401 Manager

Robert Julien

1601 Forum Place, Suite 805 West Palm Beach, Florida 33401

Manager

Howard Erbstein

1601 Forum Place, Suite 805 West Palm Beach, Florida 33401

Manager

John Csapo.

1601 Forum Place, Suite 805 West Palm Beach, Florida 33401

REQUIRED SIGNATURE:

TUSCAWILLA ACQUISITION SUBSIDIARY LLC, a Delaware limited liability company,

Sole Member

BY:

Michael Clarke, Manager

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)