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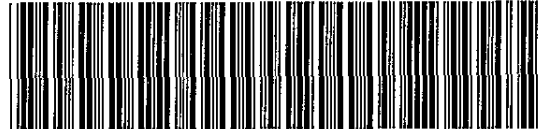
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J. BRYAN AUG 19 2004

CAPITAL CONNECTION, INC.

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

ACI, LLC

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- ___ Fictitious Search
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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
ACI, L.L.C.

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Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of ACI, L.L.C, amend the Articles of Organization of the limited liability company originally filed with the Secretary of State of Florida on May 12, 2004, as follows:

The following Amendment to the Articles of Organization was adopted by all the Members of the Company eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 12 day of August 2004, in the manner prescribed by the Florida Business Corporation Act.

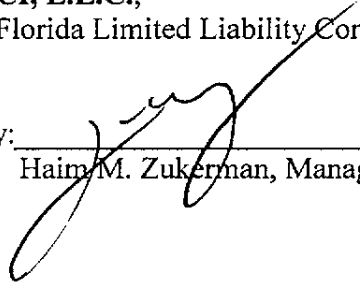
ARTICLE III
Members

The Company will be Manager-Managed. The name and address of the initial Managing Member is: Haim M. Zukerman, 8750-12 Gladiolus Drive, Fort Myers, Florida 33908.

The foregoing Amendment shall become effective and the Articles of Organization shall be deemed to be amended hereby upon the filing to these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, ACI, L.L.C. has caused these Articles of Amendment to be executed by its Members on this 12 day of August, 2004.

ACI, L.L.C.,
a Florida Limited Liability Company

By: 
Haim M. Zukerman, Managing Member

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared Haim M. Zukerman, Manager of **ACI, L.L.C.** to me known to be the person described ~~or who produced~~ as identification, and who subscribed to the above Articles of Amendment to the Articles of Organization, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 12th day of August, 2004.



Notary Public, State of Florida

My Commission Expires:

My Commission No. Is:



Tammy J. Colie

My Commission DD291399

Expires September 24, 2006

F:\WPDATA\SZ\CJS\Avalon Bay\Avalon Bay Joint Venture, Preserve & ACI\Articles of Amend ACI 8-11.vpd

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