

Division of Corporations

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ARTICLES OF AMENDMENT
 OF
 THE ARTICLES OF ORGANIZATION
 OF
 TCG YMCA CARVER III, LLC

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, TCG YMCA CARVER III, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on July 25, 2006 under Document No. L06000073931 adopts the following articles of amendment to its Articles of Organization.

ARTICLE I

The name of the Company is TCG YMCA Carver III, LLC

ARTICLE II

Article I of the Company's Articles of Organization is deleted in its entirety and the following is substituted in its stead:

The name of the Limited Liability Company is TCG Carver III, LLC.

ARTICLE III

These articles of amendment shall be effective at the time of its filing with the Florida Department of State.

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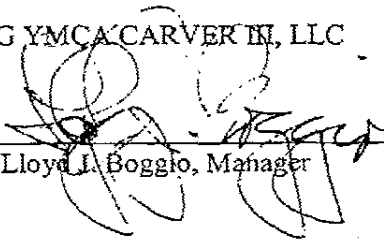
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IN WITNESS WHEREOF, the undersigned has signed the Articles of Amendment of the Articles of Organization as the Manager pursuant to the provisions of Section 608.408 of the Florida Limited Liability Company Act.

DATED: February 20, 2007

TCG YMCA CARVER III, LLC

By: 
Lloyd J. Boggio, Manager

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