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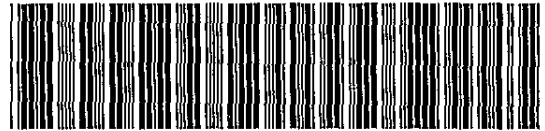
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4-29-04

LAW OFFICES
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E-MAIL:
robertabraham@mindspring.com

April 23, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Port Orange Properties, L.C.

Gentlemen:

Enclosed are the original and one copy of articles of amendment to articles of organization of Port Orange, Properties, L.C. Our check in the amount of \$55.00 to cover your costs is also enclosed.

Please file the articles of amendment with the Secretary of State and return one certified copy of the articles of amendment to me on the date of filing.

Thank you for your assistance in this matter.

Sincerely,



Robert Abraham

RA:cm
Enclosures
SD037

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND

**ARTICLES OF AMENDMENT TO ARTICLES OF
ORGANIZATION OF PORT ORANGE PROPERTIES, L.C.**

The Articles of Organization of Port Orange Properties, L.C., a Florida limited liability company (the "Company"), as previously amended, are further amended as set forth in these Articles of Amendment:

1. The name of the Company is Port Orange Properties, L.C.
2. The date of filing of the Company's Articles of Organization was October 20, 1998.
3. The purpose of these Articles of Amendment is to amend Article 8 of the Articles of Organization of Port Orange Properties, L.C., to allow the Company to be managed by either members or non-member managers, by providing that the Company will be managed by persons or entities who may but shall not be required to be members of the Company.
4. Article 8 of the Articles of Organization of the Company is hereby amended to read as follows:

**"ARTICLE 6
MANAGEMENT**

This limited liability company shall be managed by such persons or entities, who may but shall not be required to be members of the company, as may be elected or appointed from time to time by the members pursuant to applicable provisions of the operating agreement of the company."

5. This amendment was adopted by the members of the Company on April 9, 2004, and the number of votes cast for the amendment by the members was sufficient for approval.
6. This amendment is made pursuant to Sections 608.411, Florida Statutes.
7. This amendment is effective immediately upon being filed with the Florida Department of State.

In witness whereof, the undersigned Manager of the Company has executed these Articles of Amendment on April 9, 2004.

Port Orange Properties, L.C.

By: 
Devin Tower, Manager

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