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ATTORNEYS AT LAW
SUITE A

1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
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June 20, 2002

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FILED
JUN 21 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

On behalf of 1450 Flagler Avenue, LLC, I am enclosing herewith for filing original and a duplicate copy of Articles of Amendment.

Also enclosed herewith is my firm's check payable to the Florida Department of State in the total amount of \$35.00 to cover the filing fee.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate copy of the Articles of Amendment and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,

BK

W. Robinson Frazier
W. Robinson Frazier

BK

WRF:eg
Enclosures

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-06/21/02--01032--004
*****35.00 *****35.00

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
1450 FLAGLER AVENUE, LLC
A FLORIDA LIMITED LIABILITY COMPANY

FIRST: The date of filing of the articles of organization was June 1, 2001.

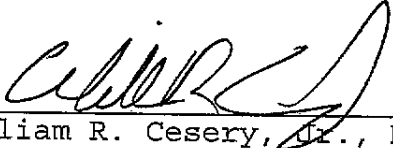
SECOND: The following amendment to the articles of organization was adopted by the limited liability company whereby the name of the Company has been changed to The Lofts San Marco, LLC:

ARTICLE I - NAME

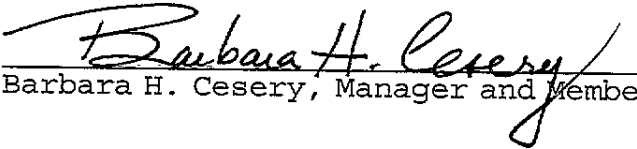
The name of the Company is The Lofts San Marco, LLC.

THIRD: The effective date of the foregoing amendment to the articles of organization shall be May 15, 2002.

Dated: May 31, 2002.



William R. Cesery, Jr., Manager and
Member



Barbara H. Cesery, Manager and Member

FILED
JUN 23 2002
TALLAHASSEE, FLORIDA
SECRETARY OF STATE