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(Requestor's Name)

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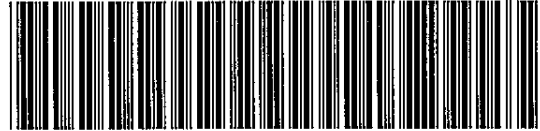
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 913277 4311473  
AUTHORIZATION : *Patricia Pignatelli*  
COST LIMIT : \$ 60.00

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ORDER DATE : January 30, 2003  
ORDER TIME : 2:18 PM  
ORDER NO. : 913277-050  
CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal  
Stearns Weaver Miller  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: PHG - CLUB, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155  
EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT**  
**OF**  
**THE ARTICLES OF ORGANIZATION**  
**OF**  
**PHG - CLUB, LLC**

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Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, **PHG - CLUB, LLC**, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on October 17, 2001 adopts the following articles of amendment to its Articles of Organization.

**ARTICLE I**

The name of the Company is **PHG - Club, 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 **PHG - Villas, LLC**.

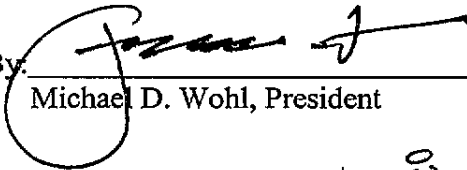
**ARTICLE III**

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

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

DATED: January 21, 2003

PHG GP HOLDINGS, LLC, a Florida limited liability company, its sole Member

By:   
Michael D. Wohl, President

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