

AUG 06 '04 10:55AM BROAD AND CASSEL
Division of Corporations

A04000001280
P. 1 of 1
Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

SHEFAORTARRAGON, LTD.

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TELECOPIER TRANSMITTAL

DATE: FRIDAY, AUG. 6, 2004
Thursday, August 05, 2004 10:56:28 AM
TO: FL Dept. of State
ADDRESS:
TELECOPIER PHONE NO.: 1-850-205-0383
CONFIRMATION PHONE NO.:
FROM: Daisy Rodriguez
TOTAL NUMBER OF PAGES: 6 (including cover)
CLIENT AND MATTER: 32253-0004

MESSAGE:

This was faxed in yesterday + on 8/4/04. Please
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Thank you.

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P.2

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Info Code 1: 33253

Info Code 2: 0004

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P.3

User ID: DRODRIGUEZ

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TO: Name: FL Dept. of State

Company:

Fax Phone Number: 1-850-205-0383

Contact Phone Number:

Info Code 1: 33253

Info Code 2: 0004

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TALLAHASSEE, FLORIDA

Fax Audit Number: H04000161246 3

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:

Shesfor/Tarragon, Ltd.Limited partnership's Florida document number: A04000001280

or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: (LLP, LLLP) **LLLP**

3. The street address of its chief executive office (if different from current recorded address):

4. The street address of principal office in Florida: (if different from above):

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.

7. The name and Florida street address of the partnership's agent for service of process:

**Aventura Tarragon GP, LLC
200 East Las Olas Boulevard
Suite 1660
Fort Lauderdale, Florida 33301.**

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

[SIGNATURES ON FOLLOWING PAGE]

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Signed this 4th day of August, 2004.

AVENTURA TARRAGON GP, LLC, a
Florida limited liability company

By: Tarragon South Development Corp., a
Nevada corporation, its Manager

By: Marcy H. Hammerman
Marcy H. Hammerman, Executive Vice President

AVENTURA TARRAGON LP, LLC, a
Florida limited liability company

By: Tarragon South Development Corp., a
Nevada corporation, its Manager

By: Marcy H. Hammerman
Marcy H. Hammerman, Executive Vice President

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