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LIMITED LIABILITY AMENDMENT

PLANTATION BAY APARTMENTS, L.L.C.

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**FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION OF
PLANTATION BAY APARTMENTS, L.L.C.**

THIS FIRST AMENDMENT ("Amendment") to the Articles of Organization of Plantation Bay Apartments, L.L.C. (the "Company"), is made by Ansonia MezzCo, LLC, a Delaware limited liability company ("Ansonia") as sole and managing member of the Company, effective as of November 30, 2005.

WHEREAS, the Company was formed as a Florida limited liability company pursuant to Articles of Organization filed with the Secretary of State of Florida on May 30, 2000 (the "Articles"); and

WHEREAS, Ansonia wishes to amend the Articles, to reflect that it has become the sole member and manager of the Company, and for other purposes.

NOW THEREFORE, in consideration of the foregoing, the Articles are hereby amended as follows:

1. Article II is hereby amended and restated as follows:

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 3100 Monticello Ave., Suite 200, Dallas, TX 75205.

2. Article III is hereby amended and restated as follows:

**ARTICLE III
MANAGEMENT**


The Company will be a member-managed company. The Managing Member of the Company is:

Ansonia MezzCo, LLC
1775 Broadway, 23rd Floor
New York, NY 10019

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the date first written above.

ANSONIA MEZZCO, LLC,
a Delaware limited liability company

By:


Kathryn Manaffield
Executive Vice President and Secretary
Authorized Person

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