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LIMITED LIABILITY AMENDMENT

THE RESERVE OF PINECREST, LLC

Certificate of Status	1
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Page Count	02
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H02-155603

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE RESERVE OF PINECREST, LLC**

The undersigned, Richard L. Mattaway ("Authorized Representative"), being an Authorized Representative of the members of The Reserve of Pinecrest, LLC, a limited liability company organized and existing under the law of the State of Florida (the "Company"), does hereby certify pursuant to the provisions of Sections 608.411 of the Florida Limited Liability Company Act (the "Act"):

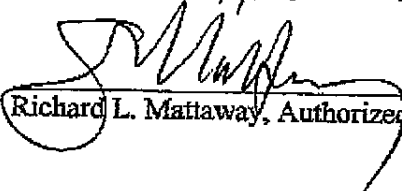
ONE: The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on July 3, 2000, under the name "Richard Brandon - Pinecrest, LLC."

TWO: Articles of Amendment of the Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on January 9, 2002, whereby, among other things, the name of the Company was changed to "The Reserve of Pinecrest, LLC."

THREE: The Articles of Organization of the Company, as heretofore amended, are hereby amended and restated in their entirety to read as follows:

1. The name of the limited liability company is The Reserve of Pinecrest, LLC.
2. The mailing address and street address of the principal office of the limited liability company is 1501 Sunset Drive, 2nd Floor, Coral Gables, Florida 33143.
3. The name and street address of the registered agent of the limited liability company are Richard L. Mattaway, 1501 Sunset Drive, 2nd Floor, Coral Gables, Florida 33143.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization of the Company have been duly executed in accordance with the provisions of Section 608.411 of the Act by Authorized Representative this 14 day of June, 2002.

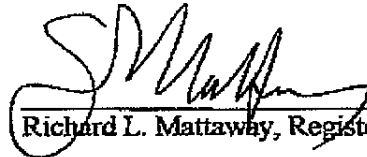

Richard L. Mattaway, Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Amended and Restated Articles of Organization of The Reserve of Pinecrest, LLC, the undersigned hereby accepts his appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: June 19, 2002.
Richard L. Mattaway, Registered Agent

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