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CORPORATION(S) NAME

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Kelsey Preserve, LLC

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF KELSEY PRESERVE, LLC**

(A Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was July 21, 2000.

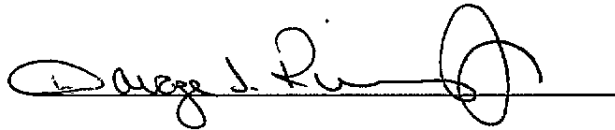
SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

Article V - Management is hereby amended and replaced in its entirety as follows:

ARTICLE V — Management:

The Limited Liability Company is to be managed by an operating Manager or Managers and is, therefore, a manager - managed company. The name and address of the initial managers of the Company, whom shall serve until their successor(s) are elected and shall qualify, are: John A. McNeil, Jr., 34851 Emerald Coast Pkwy, Suite 150, Destin, FL 32541 and Davage J. Runnels, Jr., 34851 Emerald Coast Pkwy, Suite 150, Destin, FL 32541.

IN WITNESS WHEREOF, I have signed these Articles of Amendment and acknowledged them to be my act this 23rd day of August, 2000.

A handwritten signature in black ink, appearing to read "Davage J. Runnels, Jr.", is written over a horizontal line.

Davage J. Runnels, Jr., Managing Member

Typed or printed name of signee