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LIMITED LIABILITY AMENDMENT

RESIDENCES AT OCEAN GRANDE ASSOCIATES II, L.C.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
RESIDENCES AT OCEAN GRANDE ASSOCIATES II, L.C.
(A Florida Limited Liability Company)**

FIRST: The date of filing of the articles of organization was September 18, 2000.

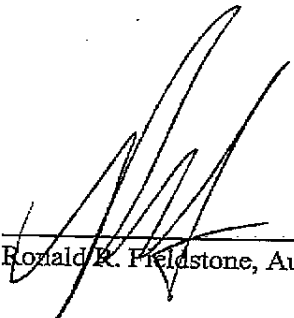
SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

Article I: Name:

The name of the Limited Liability Company shall be:

RESIDENCES AT OCEAN GRANDE, L.C.

Dated: July 17, 2002.



Ronald R. Fieldstone, Authorized Agent

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