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Tijuana L. McWilliams
Paralegal

McGUIREWOODS

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tmcwilliams@mcguirewoods.com
Direct: 804.775.1420

July 20, 2004 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Watson Homes, LLC

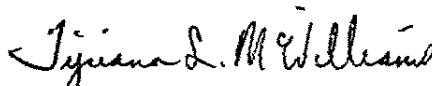
Dear Sir:

The enclosed Articles of Amendment to Articles of Organization and check in the amount of \$25.00 are submitted for filing. Please admit the document to record and return all correspondence concerning this matter to the following:

Tijuana L. McWilliams, Paralegal
McGuireWoods LLP
901 East Cary Street, 8th Floor
Richmond, VA 23219

For further information concerning this matter, please call me at (804) 775-1420.

Sincerely,


Tijuana L. McWilliams
Paralegal

/tlm

Enclosures

cc: Jennifer Schooley Stringer, Esquire (without enclosures)

\\TAX\212559.1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
WATSON HOMES, LLC
(a Florida Limited Liability Company)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned company, for the purpose of amending its articles of organization under the Florida Limited Liability Company Act, Florida Statute 608, hereby executes the following articles of amendment and sets forth:

1. The name of the limited liability company is WATSON HOMES, LLC (the "Company").
2. The date of filing of the articles of organization was October 23, 2000.
3. The following amendments to the articles of organization were adopted by the Company:
 - (a) Article III of the Company's articles of organization is amended to read as follows:

ARTICLE III - TERM

The term of the Company shall be perpetual from the date of filing of the Articles of Organization with the Florida Secretary of State, unless the Company is dissolved sooner pursuant to the Company's Operating Agreement or Florida Statutes.

- (b) Article VIII of the Company's articles of organization is deleted in its entirety.
 - (c) Article IX of the Company's articles of organization is amended to read as follows:

ARTICLE IX - MANAGEMENT

The company shall be managed by one or more managers in accordance with the operating agreement for the management of the business and affairs of the company. The operating agreement may contain any provisions for the management of the affairs of the company not inconsistent with the law or the Articles of Organization.

Dated: July 19, 2004

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Harry Lee Watson, III 2004 JUL 22 P 3:01
Harry Lee Watson, III, Member
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barbara B. Watson
Barbara B. Watson, Member and Manager

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