

L010000004115

Florida Department of State
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LIMITED LIABILITY AMENDMENT

WOODS AT SOUTHRIDGE, LC

Certificate of Status	0
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1-03

**AMENDMENT TO ARTICLES OF ORGANIZATION
OF WOODS AT SOUTHRIDGE, LC, a Florida limited liability company**

The undersigned, being the current and former managers of **WOODS AT SOUTHRIDGE, LC**, a Florida limited liability company (the "Company") which filed its Articles of Organization with the Florida Department of State on March 13, 2001, Document Number L01000004115 ("Articles") hereby amend the Articles as follows:

1. Name and Address of Registered Agent. The name and street address of the registered agent in the State of Florida for the Company shall be:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

2. Management of the Company. The Company shall be managed by one Manager, whose name and address is as follows:

Guardian Equities, Inc.
1775 Broadway, 23rd Floor
New York, NY 10019


The Manager shall serve as the manager of the Company until its successor is elected and qualified. Michael Murray has withdrawn as a Manager of the Company, and neither he nor Golden Florida Management, Inc., as a member of the Company, has any further rights to serve as a Manager, or to remove, select or appoint a replacement Manager.

3. No Further Modifications. Except as set forth herein, the Articles are unmodified and in full force or effect. The provisions hereof shall supercede any provisions in the Articles or the Operating Agreement of the Company to the contrary.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this ____ day of June, 2003.

CURRENT MANAGER:

GUARDIAN EQUITIES, INC.,
a Florida corporation

By: 
Name: Charles D. Robinson
Title: E.V.P.

FORMER MANAGER:


MICHAEL MURRAY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as a member of the Company, hereby executed this instrument to acknowledge, confirm and agree to the foregoing provisions.

GOLDEN FLORIDA MANAGEMENT, INC.
a Florida corporation

By: Michael Murray
Michael Murray, President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

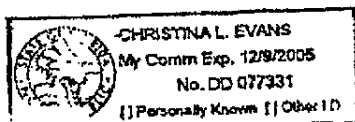
On this 26th day of June, 2003, before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to by Charles D. Richardson, personally known to me, as E.V.P. of Guardian Equities, Inc., as the act and deed of such corporation.

By: [Signature]
Name: _____
Notary Public: _____

ISABEL C. DeLEON
Notary Public, State Of New York
No. 01DE6050149
Qualified in New York County
Commission Expires October 30, 2006

STATE OF FLORIDA)
COUNTY OF Sevier)

On this 25 day of June, 2003, before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to by Michael Murray, personally know to me, individually as his own act and deed, and as President of Golden Florida Management, Inc., as the act and deed of such corporation.



By: [Signature]
Name: _____
Notary Public: _____

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AND
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NOTARY PUBLIC
STATE OF FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED LLC AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: 7/1/03

CT CORPORATION SYSTEM

BY: Connie BryanConnie Bryan,
Special Assistant Secretary

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TALLAHASSEE, FLORIDA