

W01000004167

Florida Department of State  
Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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LIMITED LIABILITY AMENDMENT

VICTORIA HILLS, LC

Certificate of Status	0
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DIVISION OF CORPORATION

**AMENDMENT TO ARTICLES OF ORGANIZATION  
OF VICTORIA HILLS, L.C. a Florida limited liability company**

The undersigned, being the current and former managers of VICTORIA HILLS, L.C. a Florida limited liability company (the "Company") which filed its Articles of Organization with the Florida Department of State on March 14, 2001, Document Number L01000004167 ("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, 23<sup>rd</sup> Floor  
New York, NY 10019

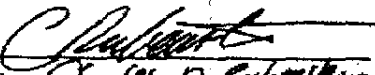
The Manager shall serve as the manager of the Company until its successor is elected and qualified. Michael Murray has withdrawn as a Manager of the Company, and neither he nor Golden Florida Management, Inc., as a member of the Company, has any further rights to serve as a Manager, or to remove, select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

**FORMER MANAGER:**

  
MICHAEL MURRAY

SECRETARY OF  
STATE  
TALLAHASSEE, FL

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

By: [Signature]

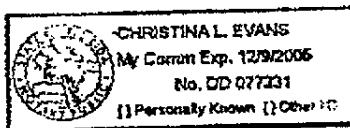
Name: \_\_\_\_\_

Notary Public: \_\_\_\_\_

**ISABEL C. DeLEON**  
Notary Public, State Of New York  
No. 01DE6050149  
Qualified in New York County  
Commission Expires October 30, 2008

STATE OF FLORIDA )  
COUNTY OF Seminole

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 known 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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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 SecretarySECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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