

08/19/2002

11:44

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

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LIMITED LIABILITY AMENDMENT

VALENCIA DEVELOPMENT COMPANY, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**VALENCIA DEVELOPMENT COMPANY, L.L.C.**

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Pursuant to Section 608.411, Florida Statutes (2001), the undersigned, as the sole Member of Valencia Development Company, L.L.C. (the "Company"), hereby certifies to the following for the purpose of amending the Articles of Organization for the Company:

1. The name of the Company is VALENCIA DEVELOPMENT COMPANY, L.L.C., a Florida Limited Liability Company.

2. The Articles of Organization for the Company were filed with the Florida Department of State on April 19, 2001, effective as of April 18, 2001.

3. Article VI of the Articles of Organization for the Company is amended to add the following paragraph at the end of Article VI :

If there is more than one (1) Manager, any Manager shall have the authority to execute documents on behalf of the Company and to otherwise act for the Company as more fully set forth above. Managers are not required to be Members of the Company.

4. Article VII of the Articles of Organization for the Company is hereby amended to read as follows:

**Article VII**  
**Admission of Additional Members**

Additional Members may be admitted only by the unanimous vote of the Class A Members upon terms and conditions established by the Class A Members from time to time, in their sole discretion.

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NO. 276 003  
NO. 253 003

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5. Article X of the Articles of Organization for the Company is hereby amended to read as follows:

Article X  
Amendments

These Articles may be amended or restated at any time by the unanimous vote of the Class A Members. Such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

6. The following Article XIII is added to the Articles of Organization for the Company:

ARTICLE XIII  
MEMBERSHIP CLASSES

The Company shall have two (2) Classes of Membership which shall be designated as "Class A" and "Class B". The rights, obligations, and responsibilities associated with each Class of Membership shall be set forth in the Operating Agreement for the Company.

7. These Articles of Amendment shall be effective as of August 15, 2002.

WHEREFORE, the undersigned has executed these Articles of Amendment this 17th day of August, 2002.

KINGSWAY PINESTONE CORPORATION

By: 

Thomas G. Whealy, President

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CITY OF LONDON  
PROVINCE OF ONTARIO  
COUNTRY OF CANADA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 2002 by Thomas G. Whealy, as President of Kingsway Pinestone Corporation, on behalf of Kingsway Pinestone Corporation. Thomas G. Whealy is personally known to me ~~xxx~~ ~~xxxxxx~~ and did not take an oath.

EM. Hoover  
Signature of Person Taking Acknowledgment

Name of Acknowledgor Typed, Printed or Stamped  
My commission expires:

ELIZABETH MARIE HOOVER, a Commissioner, etc.,  
County of Middlesex, for Decade Corporation, and its  
subsidiary, associated and affiliated companies.  
Expires April 31, 2004.

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