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LIMITED LIABILITY AMENDMENT

BARRINGTON PLACE, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 8, 2003

CORPORATE & CRIMINAL RESEARCH SERVICES

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BY JUDGE CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BARRINGTON PLACE, L.L.C.**

1. The current name of the Company is **BARRINGTON PLACE, L.L.C.**
2. The Company was originally formed under the name **BARRINGTON WOODS, L.L.C.**
3. The original Articles of Organization were filed with the Department of State on May 18, 2001.
4. Articles of Amendment to the Articles of Organization changing the name to **BARRINGTON PLACE, L.L.C.** were filed on June 7, 2001.
5. These Amended and Restated Articles of Organization shall become effective upon filing.
6. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411, Florida Statutes.
7. The Company amends and restates in its entirety the Articles of Organization of the Company to read as follows:

**ARTICLE I
NAME**

The name of this limited liability company is **VILLA SAN MARCO PARTNERS, LLC.**

**ARTICLE II
DURATION**

The Company's duration shall be perpetual unless sooner dissolved.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 17 La Vista Drive, Ponte Vedra Beach, FL 32082.

H03000227073 1

H03000227073 1

ARTICLE IV
REGISTERED OFFICE AND AGENT

The initial registered office of the Company is 841 Prudential Drive, Suite 140, Jacksonville, Florida 32207, and its initial registered agent is Stoneburner Berry & Simmons, P.A.

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ARTICLE V
PURPOSE AND POWERS

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VII
CONTINUATION OF BUSINESS

The remaining Members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in the Company as provided in the Regulations of the Company.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO REGULATIONS

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

ARTICLE IX
MANAGEMENT

The Company is to be managed by a manager. The initial manager is Barrington Group, Inc., a Florida corporation, whose address is 17 La Vista Drive, Ponte Vedra Beach, FL 32082.

H03000227073 1

H03000227073 1

IN WITNESS WHEREOF, the undersigned Manager has duly executed these Amended and Restated Articles of Organization this 7th day of July, 2003.

BARRINGTON GROUP, INC., a Florida corporation (formerly known as Hanan Properties, Inc.), its Manager

By: 
John H. Hanan
Its President

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H03000227073 1

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

Villa San Marco Partners, LLC, desiring to organize or qualify under the laws of the State of Florida hereby designates Stoneburner Berry & Simmons, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 841 Prudential Drive, Suite 140, Jacksonville, Florida 32203.

DATED this 2nd day of July, 2003.

BARRINGTON GROUP, INC., a Florida corporation (formerly known as Hanan Properties, Inc.), its Manager

By: [Signature]
John M. Hanan
Its President

Having been named as registered agent to accept service of process for the above stated Company, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 7th day of July, 2003.

STONEBURNER BERRY & SIMMONS, P.A.

By: [Signature]
Sidney S. Simmons, II
Its Vice President

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