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LIMITED LIABILITY AMENDMENT

QUIET WATERS 5, LLC

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
QUIET WATERS 5, LLC
A Florida Limited Liability Company**

The Articles of Organization of QUIET WATERS 5, LLC, a Florida Limited Liability Company (the "Company"), filed with the Florida Secretary of State on May 22, 2001, Document No. L01000008136, is hereby amended and restated as follows:

1. NAME. The name of the Limited Liability Company is QUIET WATERS 5, LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 1350 N.E. 56th Street, Suite 200, Fort Lauderdale, Florida 33334.

3. REGISTERED AGENT. The name and address of the registered agent in the State of Florida is: John E. Abdo, 1350 N.E. 56th Street, Suite 200, Fort Lauderdale, Florida 33334.

IN WITNESS WHEREOF, the undersigned, being the authorized signatory of the members, has duly executed these Amended and Restated Articles of Organization of the Limited Liability Company on this the 17th day of October, 2001, for filing in accordance with Section 608.411 of the Florida Limited Liability Company Act.

These Amended and Restated Articles of Organization shall be effective upon filing.

By: _____

Barry E. Somerstein, Esq.

Authorized Signatory of the Members

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