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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THIRD ARTICLES OF AMENDMENT TO ARTICLES OF
ORGANIZATION OF HILLSIDE APARTMENTS OF
TALLAHASSEE, L.C, a FLORIDA
LIMITED LIABILITY COMPANY**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

These THIRD ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF HILLSIDE APARTMENTS OF TALLAHASSEE, L.C. (the "LLC"), dated June 1, 2001, (the "LLC Agreement"), is hereby made and entered into as of this 12th day of January, 2009, by and among Elliott Varnum and Donna Kay Varnum, husband and wife, and Tommy Watts and Susan Watts, husband and wife, as all of the Members of said Limited Liability Company. In consideration of Ten and No/100 Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which is conclusively acknowledged, the parties hereby agree as follows:

1. It is hereby ratified and acknowledged that Sonya K. Daws and Charles L. Pennington, husband and wife, and Sonya K. Daws IRA Rollover Account, sold, transferred and conveyed their twenty-five percent (25%) interest in the LLC to Tommy Watts and Susan Watts, husband and wife.

2. Article VI is hereby amended to read:


This limited liability company shall be managed by one manager, whose name and address is: Elliott W. Varnum, 4575 Millwood Lane, Tallahassee, Florida 32312. The manager shall be elected annually by the members in the manner prescribed by and provided in the Operating Agreement of this Company. The managers shall also hold the offices and have the responsibilities accorded to them by the members and as set out in the Operating Agreement.

4. Except as expressly stated herein, all other provisions of the original Articles of Organization of the LLC shall remain in full force and effect.

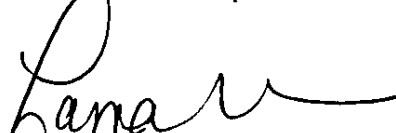
IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment effective as of the date first above written.

WITNESSES:


HILLSIDE APARTMENTS OF
TALLAHASSEE, L.C., a Florida Limited
Liability Company



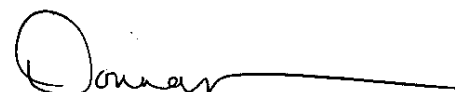
Monica M. Evans



Larna M. Kirkham



By: Elliott Varnum, Member



Donna Kay Varnum

Layna M. Kiricham

Monica M. Evans
Monica M. Evans

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 12th day of January, 2009, by Elliott Varnum and Donna Kay Varnum, husband and wife, who are personally known to me or produced FL Drivers License as identification.



STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 12th day of January, 2009, by Tommy Watts, who is personally known to me or who produced FL Drivers License as identification.

Monica M. Evans
NOTARY PUBLIC - State of Florida
My commission #
Expires:

STATE OF FLORIDA
COUNTY OF LEON



The foregoing instrument was acknowledged before me this ___ day of January, 2009, by Susan Watts, who is personally known to me or who produced FL Drivers License as identification.



Monica M. Evans
NOTARY PUBLIC - State of Florida
My commission #

By: Donna Kay Varnum, Member

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By: Tommy Watts, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: Susan Watts, Member