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THE PHILPOT LAW GROUP, P. A.
ATTORNEYS AND COUNSELORS AT LAW

SIDNEY G. PHILPOT
CIVIL TRIAL PRACTICE
PERSONAL INJURY AND WRONGFUL DEATH
MEDICAL MALPRACTICE
NURSING HOME ABUSE

REPLY TO:

POST OFFICE BOX 8229
LAKELAND, FLORIDA 33802-8229

BRIAN G. PHILPOT
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November 12, 2001

Division of Corporations
Registration Section
PO. Box 6327
Tallahassee, FL 32314

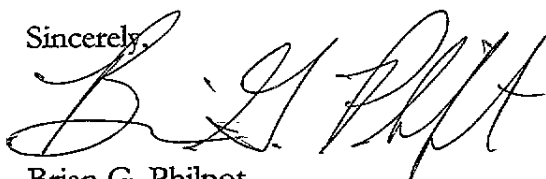
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*****25.00 *****25.00

RE: Hallam Preserve, LLC.

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to the Articles of Organization for Hallam Preserve, LLC. I have enclosed a check in the amount of \$25 for the filing fee. Please provide our office with a letter of acknowledgement for our files.

Sincerely,



Brian G. Philpot

BGP/cdh
enc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HALLAM PRESERVE, LLC.**

- I. The date of filing of the Articles of Organization was September 10, 1999
- II. The following Amendments to the Articles of Organization was/were adopted by Hallam Preserve, LLC:

Article VI

The members of the Company and their contributions to the capital of the company shall be:

Land One Development, LLC
Post Office Box 1746
Lakeland, FL 33802

LOI-15525 \$10.00

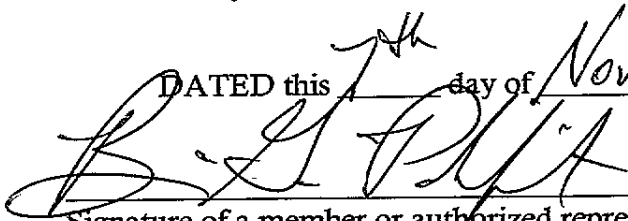
Source Properties, LLC.
651 Don Bishop Road
Santa Rosa Beach, FL 32459

\$10.00

Article IV

The Company shall be managed by two managers (the "Managers") and the names of the Managers are Land One Development, LLC and Source Properties, LLC. The signature of the Managers of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

DATED this 7th day of November, 2001



Signature of a member or authorized representative of a member

BRIAN G. PHILPOT

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA