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SCHROEDER & LARCHE, P.A.

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Division of Corporations

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**Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

2002 OKEECHOBEE ROAD ASSOCIATES, L.L.C.

Certificate of Status	1
Certified Copy	1
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P. 03

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**AMENDMENT TO
ARTICLES OF ORGANIZATION OF
2002 OKECCHOBBE ROAD ASSOCIATES, L.L.C.**

The Articles of Organization of 2002 Okcechobee Road Associates, L.L.C., which were filed with the Florida Department of State on September 26, 2001, are hereby amended as follows:

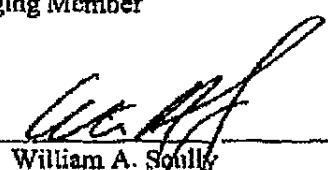
1. The last sentence of Article IX of the Articles of Organization is deleted in its entirety and is restated to read as follows:

The Managing Member of the Company is THE HAMPSHIRE 2001 FUND, LLC, a New Jersey limited liability company.

IN WITNESS WHEREOF, the undersigned managing member and sole member of 2002 Okcechobee Road Associates, L.L.C., has duly executed this Amendment to Articles of Organization in accordance with Section 608.441, Florida Statutes, on this 24th day of December, 2002.

THE HAMPSHIRE 2001 FUND, LLC,
a New Jersey limited liability company,

By: THE HAMPSHIRE FUND II LLC,
a New Jersey limited liability company
Its: Managing Member

By: 
William A. Scully
Its: Senior Vice President

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**CHANGE OF ADDRESS OF PRINCIPAL OFFICE
OF 2002 OKEECHOBEE ROAD ASSOCIATES, L.L.C.**

THE UNDERSIGNED, being the managing member and the sole member of 2002 Okeechobee Road Associates, L.L.C. (the "Company"), hereby states that the principal office of the Company is hereby changed from 151 Sawgrass Corners Drive, #202, Ponte Vedra Beach, Florida, 32082 to 15 Maple Avenue, Morristown, New Jersey 07960, December 23, 2002.

Such change was authorized by affirmative vote of the member.

THE HAMPSHIRE 2001 FUND, LLC,
a New Jersey limited liability company

By: THE HAMPSHIRE FUND II LLC,
a New Jersey limited liability company
Its: Managing Member

By: 
William A. Scully
Its: Senior Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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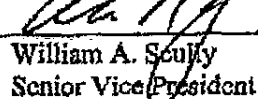
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**UNANIMOUS CONSENT OF MEMBERS
TO AMEND ARTICLES OF ORGANIZATION**

THE UNDERSIGNED, being sole the member of 2002 Okeechobee Road Associates, L.L.C., a Florida limited liability company (the "Company"), hereby consents to the Amendment to Articles of Organization of the Company, a copy of which is attached hereto as Exhibit "A".

THE HAMPSHIRE 2001 FUND, LLC,
a New Jersey limited liability company,

By: THE HAMPSHIRE FUND II LLC,
a New Jersey limited liability company
Its: Managing Member

By: 
William A. Scully
Its: Senior Vice President

CLERK OF STATE
TALLAHASSEE, FLORIDA

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