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OFFICE
DARRYL J. TOMPKINS, P.A.
P. O. BOX 519
14706 MAIN STREET
ALACHUA, FLORIDA 32616

DARRYL J. TOMPKINS
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (386) 418-1000
FACSIMILE (386) 418-1079
EMAIL: DJTompkins@aol.com

November 8, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314
Attn: Lee Rivers

400004673834--6
-11/09/01--01027--002
*****33.75 *****33.75

RE: Santa Fe Forest, LLC
Ref. Number: W01000024557

Dear Mr. Rivers:

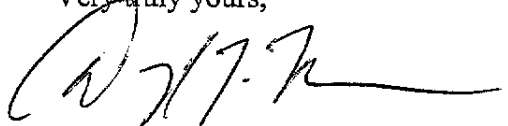
I am enclosing herewith the original Articles of Amendment to Articles of Organization of Santa Fe Forest, LLC, together with Check No.3141 in the amount of \$33.75, which represents the following charges:

\$25.00 Filing Fee
8.75 Copy
\$33.75

FILED
1 NOV -9 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a certified copy of the Articles of Amendment to Articles of Organization to me in the enclosed self-addressed stamped envelope. If you have any questions concerning the foregoing, please do not hesitate to contact me.

Very truly yours,



Darryl J. Tompkins

DJT/bf
Enclosure

LO1-19111
af

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
SANTA FE FOREST, L.L.C.

SANTA FE FOREST, L.L.C., a Florida limited liability company, under its corporate seal and the hands of its Manager, DARRYL J. TOMPKINS, hereby certifies that the Articles of Organization of Santa Fe Forest L.L.C., which were filed on November 6, 2001 be amended as follows:

I.

The Manager of said limited liability company at a meeting called and held on November 7, 2001, adopted the following Resolutions:

RESOLVED that Paragraph 7, Management, of the Articles of Organization be amended to increase the number of managers from one to two and the following shall be the managers for the purpose of operating and managing the business of the company:

Name:	Address:	Title:
DARRYL J. TOMPKINS	P.O. Box 519 Alachua, FL 32616	Manager
JAMES W. SHAW	13505 N.W. 88th Place Alachua, FL 32616	Manager

01 NOV -9 PM 5:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Any Person dealing with the Company, other than a Member, may rely on the authority of any Manager or officer in taking any action in the name of the Company without inquiry into the provision of the Regulations or compliance herewith, regardless of whether that action actually is taken in accordance with the provisions of the Regulations.

II.

The meeting of the managers of the limited liability company as aforesaid was held on November 7, 2001, and at said special meeting of the managers said Amendment to the Articles of Organization of Santa Fe Forest, L.L.C., was duly adopted by the unanimous vote of all the managers.

IN WITNESS WHEREOF, said limited liability company has caused this Amendment to be signed in its name by its manager this 7th day of November, 2001.

SANTA FE FOREST L.L.C.,
a Florida limited liability company

By: [Signature]
DARRYL J. TOMPKINS, MANAGER

FILED
01 NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 8th day of November, 2001, by **Darryl J. Tompkins**, as manager of **Santa Fe Forest, L.L.C.**, a **Florida limited liability company**, who is personally known to me.

REBECCA FULLER
Notary Public, State of Florida
My comm. exp. Dec. 17, 2004
Comm. No. CC 988811

[Signature]
Notary Public State of Florida
Printed Name: Rebecca Fuller
Commission No.: CC 988811
My Commission Expires: 12-17-04