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(City/State/Zip/Phone #)

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(Business Entity Name)

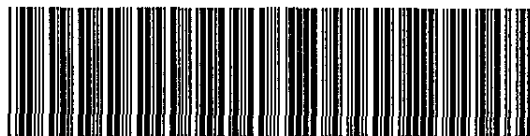
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG - 3 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guardian Rock Springs Road Holdings, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacki Wodek

(Name of Person)

Tarragon Corporation

(Firm/Company)

3100 Monticello Avenue, Suite 200

(Address)

Dallas, TX 75205

(City/State and Zip Code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Jacki Wodek

(Name of Person)

at (214) 599-2233

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☒ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Guardian Rock Springs Road Holdings, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on December 4, 2001 and assigned document number L01000020862

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

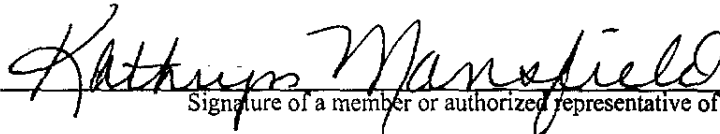
The First Amendment to the Articles of Organization as listed on file with the Florida Secretary of State dated July 30, 2003, and this Second Amendment to the Articles of Organization filed as of the date stamped hereto hereby further amending the Articles as follows:

MANAGEMENT OF THE COMPANY: The Company shall be managed by its Managing Member. The Managing Member's name and address is as follows:

TARRAGON CORPORATION
3100 Monticello Avenue, Suite 200
Dallas, Texas 75205

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TALLAHASSEE, FLORIDA

Dated 7/21, 2005



Signature of a member or authorized representative of a member

Kathryn Mansfield, Exec VP of Tarragon Corporation, MM

Typed or printed name of signee

Filing Fee: \$25.00