

L02000003542

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(City/State/Zip/Phone #)

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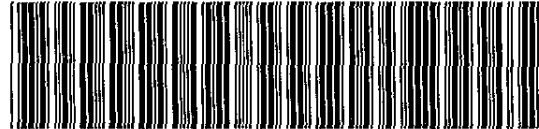
(Business Entity Name)

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 09/19/2005

REF. #: 000150.42459

CORP. NAME: WOODLAND LAKES APARTMENTS, LLC

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- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 514271 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WOODLAND LAKES APARTMENTS, LLC

(a Florida limited liability company)

(Filed in accordance with 608.411, F.S.)

The undersigned, as the sole member of WOODLAND LAKES APARTMENTS, LLC, a Florida limited liability company (the "Company"), hereby amends and restates the Articles of Organization of the Company and certifies that:

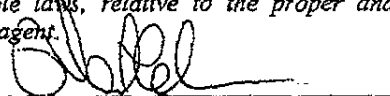
1. The name of the Company is WOODLAND LAKES APARTMENTS, LLC.
2. The Articles of Organization of the Company were originally filed with the Secretary of State of the State of Florida on February 13, 2002.
3. These Amended and Restated Articles of Organization restate and amend the provisions of the Company's Articles of Organization, in their entirety, to change the address and registered agent of the Company and to set forth only the minimum information required under Florida law as follows:

ARTICLE I. The name of the Limited Liability Company shall be Woodland Lakes Apartments, LLC

ARTICLE II The mailing address of the principal office of the Limited Liability Company shall be 999 Washington Ave., Miami Beach, FL 33137.

ARTICLE III The registered agent for the Limited Liability Company shall be Neil Greenbaum, 999 Washington Ave., Miami Beach, FL 33137.

Having been named to accept service of process for the Company named above, at the place designated in these Amended and Restated Articles of Organization, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.


Neil Greenbaum

4. These Amended and Restated Articles of Organization of Woodland Lakes Apartments, LLC, dated as of September 19, 2005, are being duly executed and filed by the sole member of the Company in accordance with the Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of September 19, 2005

HC WOODLAND LAKES HOLDINGS, LLC, a Florida limited liability company, as sole member

By: HC WOODLAND LAKES MANAGEMENT, LLC, its Managing Member

By: 
Neil Greenbaum, Vice President