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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465
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January 29, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**SUBJECT: ARTICLES OF AMENDMENT FOR:
THE VILLAS AT SEACREST BEACH, L.L.C.
OUR FILE NUMBER L02-041**

Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Amendment for THE VILLAS SEACREST BEACH, L.L.C. and a check for \$25.00 for filing fee.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Linda Van Tassel at 850-231-3465 (ext. 15).

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465
Fax: 850-231-3475

ArticlesofAmend.letter to state.Villas at Seacrest Beach, LLC

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
THE VILLAS AT SEACREST BEACH, L.L.C.
A Florida Limited Liability Company**

FIRST: The date of filing of the articles of organization was February 25, 2002, Document Number L02000004446, and amended on May 5, 2002.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:

ARTICLE V - Members

The names and interest of members shall be changed to reflect the following:

Angus G. Andrews, Jr. is no longer a member of the company.

The foregoing amendment to articles of organization was duly adopted on August 29, 2002.


The amendment was adopted by the managers, no membership action required.

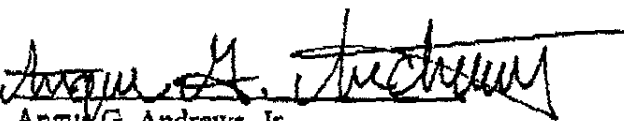
In witness whereof, the undersigned Manager of this limited liability company has executed these articles on August 29, 2002.

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August 29, 2002


Peter J. Barton
As Manager.


Angus G. Andrews, Jr.