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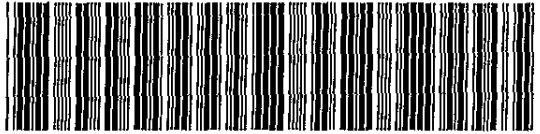
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Mark R. Rubin
Jeff E. Rubin

George J. Talianoff
(1910 - 1995)

January 29, 2003

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

Re: Downtown River Village, L.L.C.
Our File: 8830

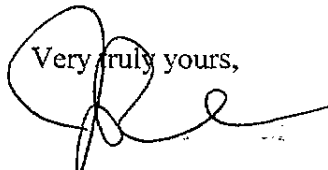
850-428-9000

Gentlemen:

Enclosed please find my check for \$25.00 and Articles of Amendment to Articles of Organization.

Please file and acknowledge.

Very truly yours,



JEFF E. RUBIN

JER/ssk

Enclosure (stated)

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TALLAHASSEE, FLORIDA

Articles of Amendment to Articles of Organization
of
Downtown River Village, L.L.C.

First: The date of filing of the Articles of Organization was February 28, 2002. The date of the filing of the first Articles of Amendment to the Articles of Organization was May 23, 2002.

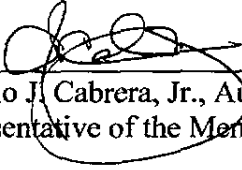
Second: The following amendment to the Articles of Organization was adopted by the limited liability company:

1. Article V of the Articles of Organization shall be deleted and replaced with the following:

Article V – Management by Manager

The Company shall be a manager-managed company.

Dated: this 28th day of January, 2003.



Antonio J. Cabrera, Jr., Authorized
Representative of the Members

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