

L02000013417

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701 WEST CYPRESS CREEK ROAD, SUITE 303
FORT LAUDERDALE, FLORIDA 33309

TELEPHONE: 954.771.8277
FACSIMILE: 954.771.4676

Kelley Coomes, ext 144
e-mail: kcoomes@kodsilawfirm.com

October 26, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Amendment to Articles of Organization- Belmont at N. Lauderdale Holdings,
L.L.C.

Dear Sir/Madame:

Enclosed please find the original executed Amendment to the Articles of Organization to be filed in connection with the above entity. Also, enclosed is our firm's check in the amount of \$35.00 which represents the filing fee for the Amendment.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

KODSI LAW FIRM, P.A.

A handwritten signature in dark ink, appearing to read "Kelley Coomes", is written over a horizontal line.

Kelley Coomes
Real Estate Paralegal

Enclosures

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**SECOND AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
BELMONT AT N. LAUDERDALE HOLDINGS, L.L.C.**

FIRST: The Articles of Organization for Belmont at N. Lauderdale Holdings, L.L.C. were filed on May 31, 2002 and assigned document number L02000013417 and modified by First Amendment filed on June 11, 2002.

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

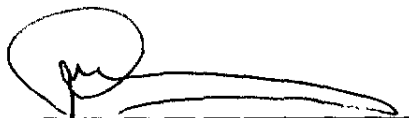
Article V - consisting of paragraphs numbered 1 through 26 is hereby deleted in its entirety.

Article V - Purpose shall be amended and restated as follows:

The LLC is organized to acquire, purchase, buy, sell, own, trade in, hold, develop, lease, manage, and subdivide real property, and to engage in such other lawful activities as are reasonably necessary or useful to the furtherance of the foregoing purpose, upon and subject to the terms and conditions of this Agreement (the "Business"). The LLC will acquire that certain real property known as "The Belmont at North Lauderdale" consisting of 302 residential apartment units for the purpose of converting the property into condominium ownership and selling or leasing the individual units. The LLC shall be permitted to engage in any other lawful act or activity which may be carried on by a limited liability company.

All other provisions of the Articles of Organization remain unchanged.

Dated this 14th day of October 2004.


Elie Berdugo, sole member and manager

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MIAMI, FLORIDA