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Fax Number : (850)205-0383

From: Rosa Wong, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

Dear Filing Officer,

Please file the attached Certificate of Amendment to Articles of Organization with today's date (7/12/05). Thank you.

LIMITED LIABILITY AMENDMENT

HORIZONS ACQUISITION 2, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
HORIZONS ACQUISITION 2, LLC
a Florida limited liability company**

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Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is HORIZONS ACQUISITION 2, LLC (the "Company").
2. The Articles of Organization (the "Articles") were filed on June 26, 2002.
3. The Company's Articles are hereby amended as follows:

Article 1 of the Company's Articles is deleted and replaced with the following new Article 1, as follows:

The name of the Limited Liability Company is MINTO KENNEDY GROVES, LLC (the "Company").

Article 2 of the Company's Articles is deleted and replaced with the following new Article 2, as follows:

The mailing and street address for the Company is 4400 W. Sample Road, Suite 200, Coconut Creek, FL 33073.

Article 3 of the Company's Articles is deleted and replaced with the following new Article 3, as follows:

The name and address of the registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Michael Greenberg, 4400 W. Sample Road, Suite 200, Coconut Creek, FL 33073.

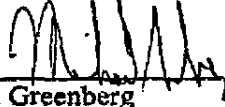
4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.


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IN WITNESS WHEREOF, the undersigned, consisting of the sole Member of the Company, has executed this Certificate of Amendment as of January 14, 2005.

Minto Communities, Inc.

By: 
Name: Michael Greenberg
Title: President

By: 
Name: Harry L. Posin
Title: Executive Vice-President

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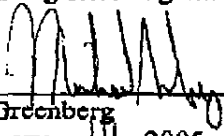
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**CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.416, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating a new registered office/registered agent in the State of Florida:

1. The name of the limited liability company is Minto Kennedy Groves, LLC.
2. The name and address of the registered agent and office is: Michael Greenberg, 4400 W. Sample Road, Suite 200, Coconut Creek, FL 33073.
3. The change in the registered agent and the registered office has been authorized by an affirmative resolution of the sole member of the Limited Liability Company.

Having been named as registered agent and to accept service of process for the above mentioned limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael Greenberg
Date: January 14, 2005

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