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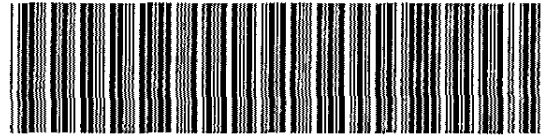
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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CONTACT: MEGAN HODGE

DATE: 8/13/2004

REF. #: 0457.29081

CORP. NAME: BALDWIN PARK VILLAGE III, L.L.C.

- | | | |
|--|---|--|
| <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# 509110 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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Examiner's Initials

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**SECOND AMENDMENT TO THE FURTHER AMENDED AND RESTATED ARTICLES
OF ORGANIZATION
OF
BALDWIN PARK VILLAGE III, L.L.C.**

The Articles of Organization for Baldwin Park Village III, L.L.C., as filed on October 16, 2002; the Certificate of Amendment thereto filed on December 13, 2002; the Amended and Restated Articles of Organization thereto filed on February 23, 2003; the Further Amended and Restated Articles of Organization thereto filed July 30, 2004; and the Amendment to the Further Amended and Restated Articles of Organization filed on August 2, 2004 are hereby amended as follows:

1. Article III, Section 1 is replaced in its entirety as set forth below:

ARTICLE III
PURPOSE; GENERAL POWERS

1. Purpose: The sole purpose of the Company has been, is and will be, to acquire, own, hold, maintain, and operate certain property (designated as Lots 556 and 574 and 575, Baldwin Park Unit 3, according to the plat thereof recorded in Plat Book 52 Pages 103-112, of the public records of Orange County, Florida)(the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property. The Company has not engaged, and does not and shall not engage, in any business, and it has and shall have no purpose, unrelated to the Property. The Company has not owned, does not own and shall not acquire, any real property or own assets other than those related to the Property and/or otherwise in furtherance of the limited purposes of the Company.
2. All other terms and conditions of the Further Amended and Restated Articles of Organization of Baldwin Park Village III, L.L.C. filed July 30, 2004 remain in full force and effect.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this **4th day of August 2004.**

BALDWIN PARK VILLAGE III, INC.
A Florida Corporation

BY: 
Charles Whittall, President

BALDWIN PARK, L.L.P., A Florida Limited Liability
Partnership

BY: 
Lee J. Maher, Partner