

May. 3. 2005 5:49PM
Division of Corporations

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LIMITED LIABILITY AMENDMENT

INSIGNIA HOMES, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
INSIGNIA HOMES, LLC**

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of Insignia Homes, LLC, originally filed on November 21, 2002, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the limited liability company is Marpozo Construction Services, LLC (the "Company").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Company are:

623 Oak Street
Green Cove Springs, Florida 32043

ARTICLE III - PURPOSE

The Company is formed for the purpose of, and the nature of the business to be conducted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Florida Limited Liability Company Act and engaging in any and all lawful acts and activities arising out of, connected with, related to or incidental to the foregoing.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective on the date of filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:
Driver, McAfee & Cripps, P.L.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Intrepid Registered Agent Services, LLC, as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS THEREOF, the undersigned sole member has hereunto set his hand and seal this 3rd day of May 2005.

INSIGNIA HOMES, LLC

The Seawell Group, LLC, a Florida limited liability company

By: Steven T. Sears
Steven T. Sears, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: May 3, 2005

INTREPID REGISTERED AGENT SERVICES, LLC

By: Owen Hutchison Criggs
Owen Hutchison Criggs, Executive Vice President

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