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LIMITED LIABILITY AMENDMENT

GOLF VILLAS APARTMENTS OF SANTA ROSA, LLC

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF ORGANIZATION
OF**

GOLF VILLAS APARTMENTS OF SANTA ROSA, LLC

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- FIRST:** The date of the filing of the Articles of Organization was November 27, 2002.
- SECOND:** The following amendments to the Articles of Organization was adopted by unanimous consent of the members and the manager of the limited liability company:

Article II of the Articles of Organization is hereby deleted and in lieu thereof a new Article II is hereby inserted:

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 6641 U.S. Highway 98 West, Suite 102, Hattiesburg MS 39402.

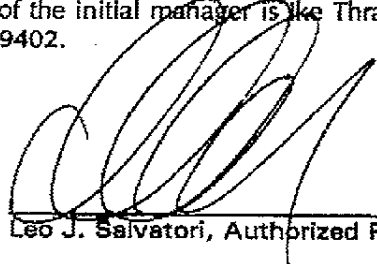
Article V of the Articles of Organization is hereby deleted and in lieu thereof a new Article V is hereby inserted:

ARTICLE V

MANAGEMENT

The Company will be managed by a manager in accordance with the Company's regulations. The name and address of the initial manager is Ike Thrash, 6641 U.S. Highway 98 West, Hattiesburg, MS 39402.

Dated: December 3, 2002



Leo J. Salvatori, Authorized Representative