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(City/State/Zip/Phone #)

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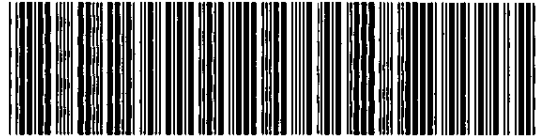
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S. HAWKES

FEB 05 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WHITHILL HOMES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tommy D. Permenter, Jr., Esq.
(Name of Person)

The Permenter Law Firm, P.A.
(Firm/Company)

2201 S.E. 30th Avenue, Suite 202
(Address)

Ocala, Florida 34471
(City/State and Zip Code)

For further information concerning this matter, please call:

Tommy D. Permenter, Jr., Esq. at (352) 622-1811
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

MAILING ADDRESS:
Registration Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

WHITHILL HOMES, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on December 30, 2002 and assigned
Florida document number L02000035057

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

WHITHILL 5, LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

Jon M. Kurtz

New Registered Office Address:

1720 S.W. 55th Lane

(Enter Florida street address)

Ocala

(City)

Florida

34471

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	Jon M. Kurtz	1720 S.W. 55th Lane Ocala, Florida 34474	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Whithill, LLC	1720 S.W. 55th Lane Ocala, Florida 34471	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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TALLAHASSEE, FLORIDA

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary)

Dated February 1, 2009

Signature of a member or authorized representative of a member

Jon M. Kurtz

Typed or printed name of signee