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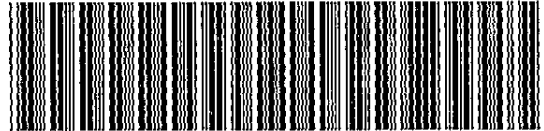
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 754475 82724A

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE : December 13, 2005

ORDER TIME : 2:39 PM

ORDER NO. : 754475-005

CUSTOMER NO: 82724A

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DOMESTIC AMENDMENT FILING

NAME: UNIVERSITY CLUB
APARTMENTS/GULF COAST, LLC

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
UNIVERSITY CLUB APARTMENTS/GULF COAST, LLC
a Florida limited liability company

FILED
05 DEC 13 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of articles of organization was March 12, 2003.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

Article II, entitled "Registered Office and Agent", is hereby deleted in its entirety and the following is inserted in its place:

The principal office and mailing address of the Company is 7995-B Preserve Circle, Naples, Florida 34119. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

Article VI, entitled "Management", is hereby amended by the deletion of the following names:

Frank P. Potestio, Jr.
7995B Preserve Circle
Naples, Florida 34119

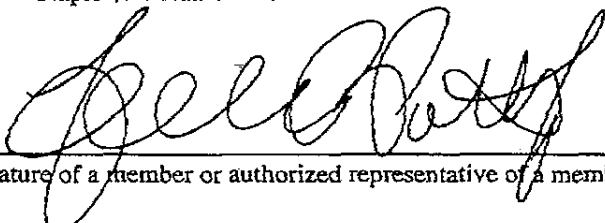
Edward S. Finkelstein
17842 Argyll Terrace
Boca Raton, Florida 33496

J. Thomas Conroy, III
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

and the insertion of the following name:

University Club Apartments/MM, LLC
7995-B Preserve Circle
Naples, Florida 34119

Dated: December 6th, 2005.



Signature of a member or authorized representative of a member

Frank P. Potestio, Jr.