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LIMITED LIABILITY AMENDMENT
NORTH CAPE DEVELOPMENT ASSOCIATES II, LLC

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
NORTH CAPE DEVELOPMENT ASSOCIATES II, LLC
(DOCUMENT NO. L03000017897)**

The Articles of Organization of NORTH CAPE DEVELOPMENT ASSOCIATES II, LLC, a Florida limited liability company (the "Company") were filed with the Florida Department of State, Division of Corporations on May 19, 2003, and amended and restated on May 23, 2004. Pursuant to the provisions of Section 608.411, Florida Statutes, the Company adopts the following Articles of Amendment to its Amended and Restated Articles of Organization:

FIRST: Article IV is hereby deleted and replaced with the following:

"ARTICLE IV

This limited liability company shall be a manager-managed company.
The name and address of the Manager is as follows:

Landco Investments, LLC
1951 NW 19th Street, Suite 200
Boca Raton, FL 33431."

IN WITNESS WHEREOF, the undersigned Manager of the Company has caused these Articles of Amendment to be signed this 1 day of Nov, 2004.

LANDCO INVESTMENTS, LLC, a Florida
limited liability company, Manager

By: 

Name: John Brasing, Manager

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