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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 145490 80493A

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : June 24, 2003

ORDER TIME : 3:39 PM

ORDER NO. : 145490-005

CUSTOMER NO: 80493A

CUSTOMER: Ms. Lynn Pappadouplos
Dorothy A. Hudson Attorney At
2903 Cardinal Drive

Vero Beach, FL 32963

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SECRETARY OF STATE
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DOMESTIC AMENDMENT FILING

NAME: ISLAND CLUB RIVERSIDE
PROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS: _____

FROM : DOROTHY A HUDSON CHARTERED

FAX NO. : 7722348469

Jun. 24 2003 03:07PM P2

Jun 24 03 02:54p

Calton, Inc.

1-561-794-2828

p. 1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ISLAND CLUB RIVERSIDE PROPERTIES, LLC
A Florida limited liability company**

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FIRST: The date of filing of the articles of organization was June 17, 2003.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

Effectively immediately, the name of the limited liability company is hereby changed to HOMES BY CALTON, LLC

Dated June 24, 2003.



Maria F. Calderone, Managing Member