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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

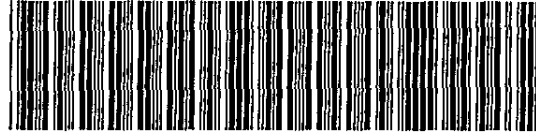
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 9 2004

LAW OFFICES OF  
**BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.**

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300  
1150 Cleveland Street  
Clearwater, FL 33755

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November 24, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
2004 NOV 29 PM 3:41  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Carlton, LLC  
Catbert, LLC  
Comas, LLC  
Dilbert, LLC  
Dogbert, LLC  
Ellenton, LLC  
Hampton Hills South, LLC

Imperial Lakes, LLC  
Interbay, LLC  
KB Lexington North, LLC  
Palm River, LLC  
Ratbert, LLC  
River Bend, LLC  
Southbay, LLC

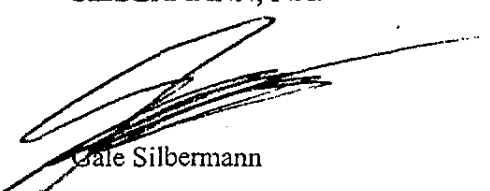
Dear Sir or Madam:

Enclosed are Articles of Amendment to Articles of Organization for all of the above-referenced limited liability companies. Our firm check for \$350 is enclosed for the filing of these Amendments.

Thank you for your assistance in this matter.

Very truly yours,

BAXTER, STROHAUER, MANNION &  
SILBERMANN, P.A.



Gale Silbermann

GS/ss  
Enclosures

ARTICLES OF AMENDMENT  
TO ARTICLES OF ORGANIZATION OF  
SOUTHBAY, LLC

FILED  
2004 NOV 29 PM 3:41  
JULIA M. BROWN, CLERK  
TALLAHASSEE, FLORIDA

1. The date of filing of the Articles of Organization was October 13, 2003.
2. The following amendment to the Articles of Organization was adopted by the limited liability company effective November 12<sup>th</sup>, 2004:

ARTICLE V, Name and Address of Managing Members/Mangers, is amended to read as follows: The name and address of managing members/managers are:


The Ryan Group, LLC, MGRM  
2502 N. Rocky Point Drive, Suite 1050  
Tampa, FL 33607


IN WITNESS WHEREOF, the undersigned Authorized Representative of this limited liability company has executed these Articles of Amendment on the 12<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
JOHN M. RYAN, Authorized Representative

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of November, 2004, by JOHN M. RYAN, Authorized Representative of Southbay, LLC, on behalf of said limited liability company.

 Anne Duffy  
My Commission DD133834  
Expires September 01 2005

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: 9.01.06

Personally known X or Produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_