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Herbert Elliott
Attorney at Law

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May 5, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Lytham # 2685, L.L.C.

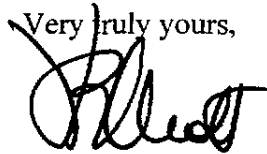
Dear Sir:

Enclosed please find an original and one copy of the Certificate of Amendment and Articles of Amendment of Lytham # 2685, L.L.C., together with our check in the amount of \$25.00 to cover the filing fee.

Kindly file the originals and provide us with a copies thereof.

If you have any questions, please feel free to contact me.

Very truly yours,



Herbert Elliott

Enclosures

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
MERION # 2775, L.L.C.**

FIRST: The date of filing of the Articles of Organization was December 15, 2003.

SECOND: The following amendment to the Articles of Organization was adopted by the
Limited Liability Company:

The name of the limited liability company was changed from MERION # 2775, L.L.C. to
LYTHAM # 2685, L.L.C.

Dated the 5th^h day of May, 2004.



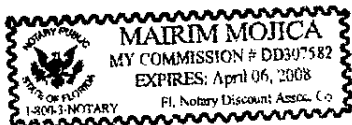
Herbert Elliott

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take
acknowledgments, personally appeared Herbert Elliott, to me known to be the person described in
and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of May,
2004.


NOTARY PUBLIC
My Commission Expires:



ARTICLES OF AMENDMENT

OF

MERION # 2775, L.L.C.

FILED
MAY 15 2004
CLERK OF COUNTY
PINELLAS


Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who is the registered agent of Merion # 2775, L.L.C., amends the Articles of Organization of the Limited Liability Company originally filed with the Secretary of State of Florida on December 15, 2003, as follows:

1. ARTICLE I - NAME is hereby deleted and substituted in its place is the following:

ARTICLE I - NAME

The name of the limited liability company shall be LYTHAM # 2685, L.L.C.

2. The remainder of the provisions of the Articles of Organization shall remain as filed on December 15, 2003.
3. The registered agent of Merion # 2775, L.L.C., has executed the preceding amendment to the Articles of Organization of the company on May 5, 2004.



Herbert Elliott

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Herbert Elliott to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of May, 2004.



NOTARY PUBLIC
My Commission Expires:

