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FILED
2004 NOV 29 PM 3:42
TALLAHASSEE, FLORIDA
CORPORATION

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

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN

Tel: (727) 461-6100
Fax: (727) 447-6899
E-mail: lawyer@baxstroh.com
Web: www.baxstroh.com

November 24, 2004

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

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

FILED
2004 NOV 29 PM 3:42
TALLAHASSEE, FLORIDA

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
HAMPTON HILLS SOUTH, LLC


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2004 NOV 29 PM 3:42
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

1. The date of filing of the Articles of Organization was January 12, 2004.
2. The following amendment to the Articles of Organization was adopted by the limited liability company effective November 12th, 2004:

ARTICLE V, Name and Address of Managing Members/Managers, 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 12th day of November, 2004.



JOHN M. RYAN, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 2004, by JOHN M. RYAN, Authorized Representative of Hampton Hills South, LLC, on behalf of said limited liability company.

 Anne Duffy
My Commission DD133694
Expires September 01 2006



NOTARY PUBLIC
My Commission Expires: 9.01.06

Personally known X or Produced identification _____
Type of identification produced _____