

L04000005870

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LIMITED LIABILITY AMENDMENT

FOUNTAINS OF CLERMONT LLC

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P.2

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

February 2, 2004

FOUNTAINS OF CLERMONT LLC
75 NE 6TH AVENUE
SUITE 103
DELRAY BEACH, FL 33483

SUBJECT: FOUNTAINS OF CLERMONT LLC
REF: L04000005870

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The entity's date of incorporation/organization must be listed in the document.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FOUNTAINS OF CLERMONT LLC
(DOCUMENT NO. L04000005870)

Pursuant to the provisions of Section 608.411, Florida Statutes, FOUNTAINS OF CLERMONT LLC, a Florida limited liability company which was filed with the Florida Department of State, Division of Corporations on January 22, 2004, effective as of January 21, 2004, (the "Company") adopts the following Articles of Amendment to its Articles of Organization:

FIRST: Article V of the Company's Articles of Organization has been deleted and replaced with the following:

"ARTICLE V

"The name and address of managing members/managers are:

Title: MGR
NSW Development Corp.
75 NE 6th Avenue, Suite 103
Delray Beach, FL 33483

Title: MGR
Caster Developers, LLC
398 NE 6th Avenue
Delray Beach, FL 33483

Title: MGR
BSD Management, LLC
PO Box 811299
Boca Raton, FL 33481"

IN WITNESS WHEREOF, FOUNTAINS OF CLERMONT LLC, a Florida limited liability company, has caused these Articles of Amendment to be signed this 30th day of January, 2004.

FOUNTAINS OF CLERMONT LLC, a Florida
limited liability company

By: NSW Development Corp., a New York
corporation, Manager

By: Norman S. Weinstein
Norman S. Weinstein, President

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