

L04000007731

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L04-7731

LIMITED LIABILITY AMENDMENT

MAYFAIR HOLDINGS, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 14, 2004

MAYFAIR HOLDINGS, LLC
1110 BRICKELL AVENUE
SUITE 504
MIAMI, FL 33131

SUBJECT: MAYFAIR HOLDINGS, LLC
REF: L04000007731

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

MAYFAIR HOLDINGS, LLC,
a Florida limited liability company

The undersigned, being the Manager of MAYFAIR HOLDINGS, LLC, a Florida limited liability company (the "Company"), the Articles of Organization for which were filed January 24, 2004, hereby certifies that the Articles of Organization of the Company are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article III of the Articles of Organization of the Company is hereby modified to provide that the Company has been established, and shall be managed to perform, the single purpose of owning all of the membership interests of Mayfair Lofts, LLC, a Florida limited liability company (the "Subsidiary") and to perform the office of Managing Member or Manager of the Subsidiary.

2. In all other regards, all of the articles, terms and conditions of the Articles of Organization and Operating Agreement of the Company not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Organization and/or the Operating Agreement of the Company, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Members and the Manager of the Company and their respective legal representatives, heirs, successors and assigns.

3. The foregoing Amendment was approved by agreement of the Members set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned, being the sole member and the managing member of the Company, has hereunto set his hands and affixed the Company's seal this 17 day of June, 2004.


By: Robert P. Thorne, Manager

[Company Seal]

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