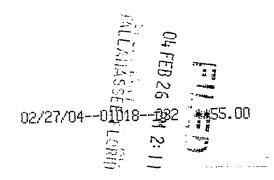


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TARRAGON REALTY INVESTORS, INC.

February 24, 2004

VIA AIRBORNE EXPRESS

((850) 245-6500)

Florida Department of State R.A. Gray Building 500 South Bronough Street Tallahassee, FL 32399 RECEIVED

OUFEB 26 MID: 11

SECARIASSEE: FLORID:
TALLAHIASSEE: FLORID:

Re: Alta Mar Development, LLC

To Whom It May Concern:

Please find enclosed herewith a fully executed original set of the Articles of Amendment for the above referenced entity.

Enclosed is check #1164 in the amount of \$55.00 representing the filing and certified copy fee.

For your convenience, enclosed is an Airborne Express overnight self-addressed envelope.

If you have any questions or concerns please do not hesitate to contact the undersigned at 646-354-2138.

Sincerely

Isabel C. DeLeon

Encls./

cc:

Charles D. Rubenstein

Howard Shapiro

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

ALTAMAR DEVELOPMENT, LLC

(Present Name)

(A Florida Limited Liability Company)

FIRST:

The date of filing of the articles of organization was February 4, 2004.

SECOND:

The following amendment(s) to the articles of organization was/were adopted by the

limited liability company:

The undersigned being the former and current managing member of ALTAMAR DEVELOPMENT, LLC, and filed its Articles of Organization, document number L04000009708 ("The Articles") hereby amends the Entity Name to be: Alta Mar Development, LLC instead and in place of ALTAMAR DEVELOPMENT, LLC.

Dated February, 24, 2004.

Tarragon Realty Investors, Inc. a Nevada Corporation

Signature of a member or authorized representative of a member

Charles D. Rubenstein

Typed or printed name of signee