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LIMITED LIABILITY AMENDMENT

CARGOR PARTNERS V - BUCKEYE 197 LC

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
CARGOR PARTNERS V - BUCKEYE 197 LC

FIRST: Articles of Organization for Cargor Partners V - Buckeye 197 LC were filed on March 5, 2004 and assigned Document Number L04000017677. Article I of the Articles of Organization were amended by the Company's members and filed on March 29, 2004 under Document Number L04000017677.

SECOND: The following amendment(s) to the Articles of Organization ("Articles") were adopted by the limited liability company:

- (1) Article I of the Articles are amended to change the name of the Company to: GRASS FARMS, LC.
- (2) Article IV of the Articles are deleted and replaced with the following:

The Company shall be Member Managed and the Members may appoint a Managing Member pursuant to a written agreement among the Members ("Operating Agreement"). Upon the date hereof, the only Members are CMPGE, LC, a Florida limited liability company and FOREST CITY LAND GROUP, INC., an Ohio corporation. The admission of additional Members and the transfer of Member ownership interest shall be subject to the terms and conditions of the Operating Agreement.

IN WITNESS WHEREOF, I have signed these Articles of Amendment to the Articles of Organization as an authorized representative of a member and acknowledge them to be my act this 25<sup>th</sup> day of May, 2004.

  
Timothy A. Knowles, Esquire

Prepared By:  
Timothy A. Knowles, Esq.  
Porges, Hamlin, Knowles & Prouty, P.A.  
1205 Manatee Ave. W.  
Bradenton, FL 34205  
FBN: 0348181

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