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Division of Corporations

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LIMITED LIABILITY AMENDMENT

SOUTHERN PINES APARTMENTS, LLC

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**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
SOUTHERN PINES APARTMENTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of SOUTHERN PINES APARTMENTS, LLC, a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on March 15, 2004, are hereby amended as follows:

1. The sole Manager of the Company is:

HARRIS FRIEDMAN.
2. The mailing address of the Company is hereby amended to be:

425 North Federal Highway
Hallandale, Florida 33009
3. The foregoing Amendments were adopted by the unanimous approval of the Members of the Company on December 14th, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 14th day of December, 2005.

SOUTHERN PINES APARTMENTS, LLC, a
Florida limited liability company

By: [Signature]
HARRIS FRIEDMAN, Manager

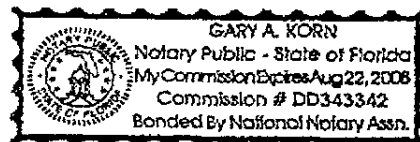
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 14th day of December, 2005 by HARRIS FRIEDMAN, as Manager of SOUTHERN PINES APARTMENTS, LLC, a Florida limited liability company, who is personally known to me.

My Commission Expires:

[Signature]
Notary Public, State of Florida

Print Name: _____



LEOPOLD, KORN & LEOPOLD, P.A.

20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500

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