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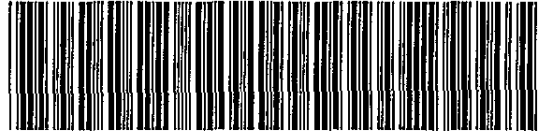
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LAW OFFICES
OF
LOUIS BAKKALAPULO, P.A.

LOUIS BAKKALAPULO

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Please ask for extension

April 29, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Town Homes of West Bay Cove of LLC

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Town Homes of West Bay Cove of LLC

Also enclosed is a check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

Should you have any questions or problems, please feel free to contact me.

Sincerely,
LOUIS BAKKALAPULO, P.A.


Louis Bakkalapulo, Esq.

LB\gmc
Enclosure

**AMENDED ARTICLES
OF ORGANIZATION OF TOWN HOMES OF WEST BAY COVE, LLC, A
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Amended Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is:

TOWN HOMES OF WEST BAY COVE, LLC

ARTICLE II - Address:

The street address of the principal office of the Limited Liability Company is:

106 East Lime Street, Tarpon Springs, Florida 34688-0936

The mailing address of the principal office of the Limited Liability Company is:

P.O. Box 936, Tarpon Springs, Florida 34688-0936
With copy to 5011 W. Hillsborough Avenue, Ste. N., Tampa, Florida 33634

ARTICLE III-Purpose

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS

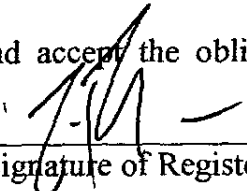
ARTICLE IV - Registered Agent, Registered Office and Registered

The name and the Florida street address of the initial registered agent are:

LOUIS BAKKALAPULO, P.A.,
111 NORTH BELCHER ROAD, SUITE 201
CLEARWATER, PINELLAS COUNTY, FLORIDA U.S.A. 33765

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to

performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

LOUIS BAKKALAPULO P.A.
111 N. BELCHER RD., SUITE 201
CLEARWATER, FL 33765

Typed

ARTICLE IV - Management:

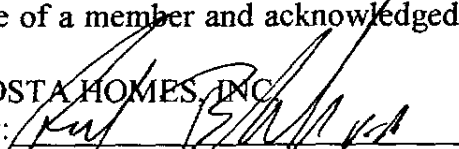
The Limited Liability Company is to be managed by a manager member and is, therefore, a manager-managed company. The manager member shall be **COSTA HOMES, INC., A Florida Corporation.**

ARTICLE V -Additional Provisions:

No conveyance of real estate owned by the Limited Liability Company shall be valid without the signature of the manager member **COSTA HOMES, INC.**

IN WITNESS WHEREOF, We have signed these AMENDED Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 28TH day of APRIL, 2004.

COSTA HOMES, INC.

By: 

Paul Bakkalapulo, Vice President,
its MANAGER MEMBER



LAWRENCE C. FRANKS, MEMBER



STEVEN UMANSKY, MEMBER

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 29th day of April, 2004, by Lawrence C. Franks, as Member of TOWNHOMES OF WESTBAY COVE, LLC., on behalf of the company. He is personally known to me or who has produced FL Drivers License as identification.

Georgia M Czepiel
Printed Name: _____
Notary Public

Serial Number (if any): _____

My Commission Expires: _____



Georgia M. Czepiel
MY COMMISSION # CC971102 EXPIRES
October 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 29 day of April, 2004, by Steven Umansky, as Member of TOWNHOMES OF WESTBAY COVE, LLC., on behalf of the corporation. He is personally known to me or who has produced FL Drivers License as identification.

Georgia M Czepiel
Printed Name: _____
Notary Public

Serial Number (if any): _____

My Commission Expires: _____



Georgia M. Czepiel
MY COMMISSION # CC971102 EXPIRES
October 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 29th day of April, 2003, by Paul Bakkalapulo, as Vice-President of Costa Homes, Inc., a Florida corporation, as Manager Member of TOWNHOMES OF WESTBAY COVE, LLC., on behalf of the company. He is personally known to me or who has produced FL Drivers License as identification.

Georgia M Czepiel
Printed Name: _____
Notary Public

Serial Number (if any): _____

My Commission Expires: _____

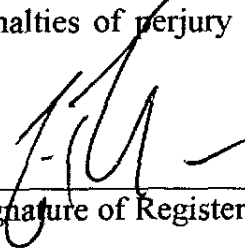


Georgia M. Czepiel
MY COMMISSION # CC971102 EXPIRES
October 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

(NOTARY SEAL)

(In accordance with section 608.408(3), Florida Statutes, the execution of this change constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Signature of Registered Agent

LOUIS BAKKALAPULO P.A.
111 N. BELCHER RD., SUITE 201
CLEARWATER, FL 33765

Typed or printed name of signee