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STEARN WEAVER MILLER

Division of Corporations

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L04000023083

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GMN DEVELOPMENT, L.L.C.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
GMN DEVELOPMENT, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, GMN DEVELOPMENT, LLC, a Florida limited liability company (the "Company"), whose Articles of Incorporation were filed with the Florida Department of State on March 25, 2004 under Document Number L04000023083, and whose Articles of Amendment of the Articles of Organization were filed on July 12, 2005 under Document Number L04000023083, adopts the following Articles of Amendment to its Articles of Organization.

**ARTICLE 1.
NAME**

The name of the limited liability company is GMN Development, LLC.

**ARTICLE 2.
AMENDMENT**

Article II of the Company's Articles of Organization is deleted in its entirety and the following is substituted in its stead:

**"ARTICLE II
PURPOSE**

(a) The Company is not formed for pecuniary profit or financial gain. The Company is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Company is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). In connection with furthering its stated purposes, the nature of the business of the Company and the purposes for its organization shall be limited solely to the following business and activities:

(i) to perform the obligations of the Company under that certain Revolving Credit Facility Loan Agreement, dated on or about March 8, 2006, by and between the Company, as borrower, and ESIC New Markets Partners X Limited Partnership, as lender (the "Loan Agreement"), and any other agreements or instruments evidencing, securing, guaranteeing or otherwise related to the indebtedness and obligations referenced in the Loan Agreement;

(ii) to make distributions of any proceeds advanced under the Loan Agreement to the Member;

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(iii) to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies under the laws of the State of Florida that are related or incidental to the foregoing and necessary, to accomplish any of the matters contemplated by this Article II.

(b) The Company shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by entities exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto)."

IN WITNESS WHEREOF, the undersigned member hereby certifies that the foregoing amendment was duly approved and adopted by unanimous written consent of the sole member of the Company as of March 8, 2006.

Dated this 8 day of March, 2006.

SOLE MEMBER:

GREATER MIAMI NEIGHBORHOODS, INC.
a Florida not-for-profit corporation

By: 

Elena Dominguez, Vice-President

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