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LAW OFFICES D, A Professional Association

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May 19, 2004

Secretary of State Department of Corporations

Corporate Filings Post Office Box 6327 Tallahassee, Florida 32314

2600 Douglas Road Douglas Centre-Suite 908 Coral Gables, FL 33134 Tal. (305) 442-2423 15x (305) 443-9716

Re: Brighton Manor Apartments, LLC and Camelot Apartments, LLC

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Organization of both Brighton Manor Apartments, LLC and Camelot Apartments, LLC, together with my check payable to your order in the sum of seventy (\$70.00) dollars to cover the cost of filing the Articles of Amendments.

Thank you for your continued cooperation.

Very truly yours,

encl.: (as stated above)

ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

OF

CAMELOT APARTMENTS

A Florida Limited Liability Company

FIRST: The date of filing of the articles of organization was March 23, 2004 (document number L04000024744).

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

Article 4: Management: The management of the Company is reserved to the members. The following will initially be the managing member:

Miami Management Associates, LLC 9150 SW 87th Avenue, Suite 205 Miami, Florida 33176

The undersigned executed these Articles of Amendment to the Articles of Organization on May 11, 2004

MIAMI MANAGEMENT ASSOCIATES, LLC

By:

Stewart A. Greenstein, Managing Member