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W4-37043
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
WESTBAY CITY HOMES, LLC**

The undersigned, acting as the managing member of WESTBAY CITY HOMES, LLC, a limited liability company (the "Company") filed with the Florida Department of State under the Florida Limited Liability Company Act, as amended (the "Act") on May 14, 2004, hereby amends and restates its Articles of Organization (these "Articles") as follows:

ARTICLE I

Name

The name of this Company shall be: WESTBAY CITY HOMES, LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716, and such other place or places as may be designated by the managing members from time to time.

ARTICLE III

Registered Agent and Office

The registered agent for this Company shall be Julie V. Fanelli, 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716.

ARTICLE IV

Purpose

The purpose of the Company shall be to transact any business or carry on and perform any activity for which a limited liability company may be formed under the laws of the State of Florida.

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Florida Statute 608.411, and they shall be effective when filed.

By: M. Steven Sembler
M. Steven Sembler, Managing Member

By: Darian W. Johnson
Darian W. Johnson, Managing Member

FILED
2004 MAY 14 PM 2:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF
REGISTERED AGENT OF
WESTBAY CITY HOMES, LLC**

Having been named Registered Agent and designated to accept service of process for the above-stated limited liability Company, at 11300 Fourth Street North, Suite 200, St. Petersburg, FL 33716, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Dated: 2-25-06


Julie V. Fanelli

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TALLAHASSEE, FLORIDA