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LAW OFFICES

SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.

POST OFFICE BOX 357399
GAINESVILLE, FLORIDA 32635-7399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SALTER, FEIBER, MURPHY, HUTSON & MENET, P.A.

ATTORNEYS AT LAW

JAMES G. FEIBER, JR.*
SUSAN M. GERLING**
DENISE LOWRY HUTSON
DAVID E. MENET
MELISSA JAY MURPHY
JAMES D. SALTER
KRISTINE J. VAN VORST

3940 NW 16TH BLVD., BLDG. B
GAINESVILLE, FLORIDA 32605

POST OFFICE BOX 357399
GAINESVILLE, FLORIDA 32635-7399
352.376.8201
FAX 352.376.7996

WWW.SALTERLAW.NET

*CERTIFIED CIVIL MEDIATOR
**LICENSED IN FLORIDA, ILLINOIS
AND MISSOURI

May 26, 2005

Registration Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **Spain & Cooper, LLC**
Articles of Amendment
Our File #: 04-984.3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

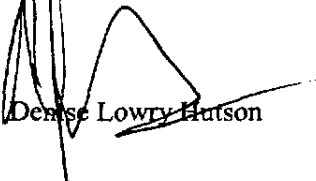
In reference to the above, you will please find enclosed the original Articles of Amendment to Articles of Organization for filing.

Also enclosed please find this firm's check in the amount of \$25.00 made payable to the Florida Department of State to cover the filing fee.

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, MURPHY
HUTSON & MENET, P.A.


Denise Lowry Hutson

Enclosures

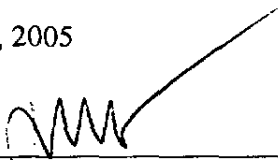
**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SPAIN & COOPER, LLC**

FIRST: The Articles of Organization were filed on May 17, 2004 and assigned document number L0400038640.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

NAME CHANGE: The name of the Limited liability Company is hereby changed to Cooper Properties of Gainesville, LLC.

Dated: May 25, 2005



Thomas C. Spain, Managing Member



Michael J. Cooper, Managing Member

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TALLAHASSEE FLORIDA

Hutson
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