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Division of Corporations

CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY AMENDMENT

ARLINGTON TARRAGON, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

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2004 OCT 15 A 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arlington Tarragon, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was June 10, 2004

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

1. Article II of the Articles of Organization is hereby amended to change the mailing address to the following:

Tarragon Corporation
Attention: Kathryn Mansfield
3100 Monticello Avenue, Suite 200
Dallas, Texas 75205

2. Article IV of the Articles of Organization is hereby deleted in its entirety and replaced with the following language:

The name and address of each Manager or Managing Member is as follows:

Title:


Name and Address:

"MGRM" - Managing Member

MGRM

Tarragon South Development Corp.
200 East Las Olas Boulevard
Suite 1660
Fort Lauderdale, Florida 33301

Dated October 14, 2004



Signature of a member or authorized representative of a member

Mary H. Kannerman, Assistant Secretary

Typed or printed name of signer

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