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**ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION OF
THE PONDS OF MANDARIN, L.L.C.**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Limited Liability Company adopts the following Articles of Amendment to its Articles of Organization:

1. The name of the Limited Liability Company is THE PONDS OF MANDARIN, L.L.C..
2. The Articles of Organization were filed on June 24, 2004 and assigned document number L04000047515.
3. In Article 4, Section (a), 4th line, the words " in favor of an institutional lender" are hereby deleted.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Amendment this 21st day of March, 2007.


Valerie Kaan, Managing Member

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