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2004 NOV 29 PM 3:42
TALLAHASSEE, FLORIDA

J. BRYAN DEC 9 2004

LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
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Clearwater, FL 33755

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November 24, 2004

Department of State

Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Carlton, LLC
Catbert, LLC
Comas, LLC
Dilbert, LLC
Dogbert, LLC
Ellenton, LLC
Hampton Hills South, LLC

Imperial Lakes, LLC
Interbay, LLC
KB Lexington North, LLC
Palm River, LLC
Ratbert, LLC
River Bend, LLC
Southbay, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

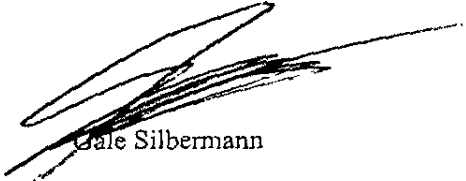
Dear Sir or Madam:

Enclosed are Articles of Amendment to Articles of Organization for all of the above-referenced limited liability companies. Our firm check for \$350 is enclosed for the filing of these Amendments.

Thank you for your assistance in this matter.

Very truly yours,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



Dale Silbermann

GS/ss
Enclosures

ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION OF
ELLENTON, LLC

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

1. The date of filing of the Articles of Organization was July 13, 2004.
2. The following amendment to the Articles of Organization was adopted by the limited liability company effective November 12th, 2004:

ARTICLE V, Name and Address of Managing Members/Managers, is amended to read as follows: The name and address of managing members/managers are:

The Ryan Group, LLC, MGRM
2502 N. Rocky Point Drive, Suite 1050
Tampa, FL 33607

IN WITNESS WHEREOF, the undersigned Authorized Representative of this limited liability company has executed these Articles of Amendment on the 12th day of November, 2004.




JOHN M. RYAN, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of November, 2004, by JOHN M. RYAN, Authorized Representative of Ellenton, LLC, on behalf of said limited liability company.



Anne Duffy
My Commission DD133684
Expires September 01 2006



NOTARY PUBLIC
My Commission Expires 9.01.06

Personally known X or Produced identification _____
Type of identification produced _____