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LIMITED LIABILITY AMENDMENT
RIVIERA DUNES RESIDENTIAL PARTNERS, L.L.C.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
RIVIERA DUNES RESIDENTIAL PARTNERS, L.L.C.**

1. The following provision of the Articles of Organization of RIVIERA DUNES RESIDENTIAL PARTNERS, L.L.C., a Florida limited liability company, filed with the Florida Department of State on July 21, 2004, is amended in the following particulars:

Article VII is deleted in its entirety and the following inserted in lieu thereof:

"ARTICLE VII – MANAGEMENT BY MANAGER

The company shall be managed by a Manager and the name and address of the Manager is:

Timothy J. Morris
328 S. Shore Drive
Sarasota, FL 34234"

2. The foregoing amendment was adopted by the members owning all of the membership interests of the company required in the company's initial Articles of Organization. The votes cast for the amendment by the members of the company are sufficient for approval.

DATED: _____, 2004.

**RIVIERA DUNES RESIDENTIAL PARTNERS,
L.L.C., a Florida limited liability company**

By: _____

Sam D. Norton,
Authorized representative of member