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LAW OFFICES OF

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

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300 1150 Cleveland Street Clearwater, FL 33755

IAMES A. BAXTER (of Counsel) GARY N. STROHAUER ELIZABETH R. MANNION GALE SILBERMANN Tel: (727) 461-6100 Fax: (727) 447-6899 E-mail: lawyer@baxstroh.com Web: www.baxstroh.com

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

2004 NOV 29 PM 3: 42
2004 NOV 29 PM 3: 42

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.

sale Silbermann

GS/ss Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF CATBERT, LLC

- 1. The date of filing of the Articles of Organization was July 22, 2004.

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

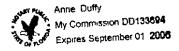
The Ryan Group, LLC, MGRM 2502 N. Rocky Point Drive, Suite 1050 Tampa, FL 33607

IN WITNESS WHEREOF, the undersigned Authorized Representative of this limited liability company has executed these Articles of Amendment on the 13th day of November, 2004.

JOHN M. RYAN, Authorized Representative

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

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



NOTARY PUBLIC

My Commission Expires: 9.0006

Personally known ____ or Produced identification _____

Type of identification produced _____