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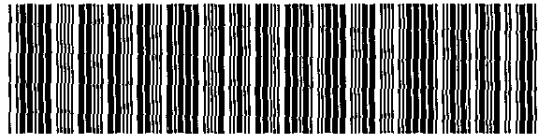
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 085297 9955A

AUTHORIZATION

COST LIMIT : \$ 55.00

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ORDER DATE : December 15, 2004

ORDER TIME : 3:43 PM

ORDER NO. : 085297-025

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey
Chiumento & Davenport, P.a.
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC AMENDMENT FILING

NAME: BELLA HARBOR, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
OF ARTICLES OF ORGANIZATION OF
BELLA HARBOR, L.L.C**

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

FIRST: The name of the limited liability company is: BELLA HARBOR, L.L.C.

SECOND: The date of filing of the Articles of Organization was: November 12, 2004

THIRD: The Articles of Organization of BELLA HARBOR, L.L.C. are hereby amended as follows:

**ARTICLE 1
Principal Office and Registered Agent**

The street and mailing address of the principal office of the limited liability company is 100 Executive Way, Suite 108, Ponte Vedra, FL 32082. The name and address of the initial registered agent of the limited liability company is Gary B. Davenport, 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

**ARTICLE 4
Members**

The initial members of the limited liability company are as follows:

Robert Webster
554 Jacksonville Dr.
Jacksonville, FL 32250

Lincoln Trust Company, Trustee
F/B/O Tom Quinn
P.O. Box 5831
Denver, CO 80217-5831

Matt Daly
2308 Sawgrass Village Dr.
Ponte Vedra, FL 32082

Lincoln Trust Company, Trustee
F/B/O Brad Lehan
P.O. Box 5831
Denver, CO 80217-5831

Derek Mercer
240 Ponte Vedra Park Dr., 2nd Fl.
Ponte Vedra, FL 32082

Dennis Coleman
9028 Cardinal Ridge Court
Charlotte, NC 28270

Steve Jones
19701 SE 4th Way
Camas, WA 98607

Lincoln Trust Company, Trustee
F/B/O Tina Webster
P.O. Box 5831
Denver, CO 80217-5831

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TALLAHASSEE, FLORIDA

Lincoln Trust Company, Trustee
F/B/O Robert Webster
P.O. Box 5831
Denver, CO 80217-5831

Palm Coast 4, LLC
100 Executive Way
Suite 108
Ponte Vedra, FL 32082

ARTICLE 6
Management

The business of the Company shall be managed by a manager or managers and is, therefore, a manager-managed Company. The manager is as follows:

Name

Address

Ronald B. Vergnolle

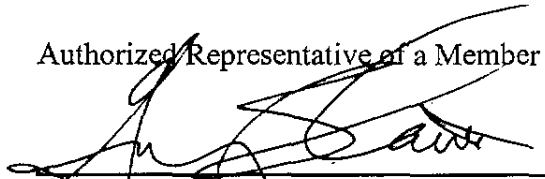
285 Fairforest Way
Greenville, SC 29607

The foregoing Amendments were adopted by the members of the Company on this 3rd day of December, 2004.

The aforesaid Amendments to the Articles of Organization of BELLA HARBOR, L.L.C. shall become effective upon filing of this Amendment with the Department of State.

DATED: December 7, 2004

Authorized Representative of a Member



Gary B. Davenport