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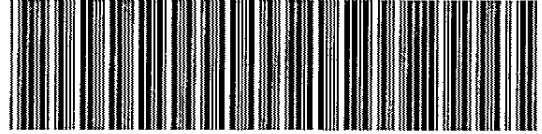
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*Jim Amer*

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05 AUG 18 PM 3:13  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Arthur  Rutenberg Homes

TRANSMITTAL LETTER

DATE: August 16, 2005

TO: Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

SUBJECT: Brightfield Homes, LLC  
Document # L04000087964

The enclosed First Amendment to Operating Agreement of Brightfield Homes, LLC and fees are submitted for filing.

This action was taken pursuant to the attached notification from the Department of Business and Professional Regulation regarding the registration of the Broker of Record.

Please return all correspondence concerning this matter to Alan Weiner at the address listed below. For further information concerning this matter, please call Ginger Queen at (727) 536-5900, ext. 265.

Enclosed is a check for \$25.00 Filing Fee.

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TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO  
OPERATING AGREEMENT OF  
BRIGHTFIELD HOMES, LLC

This First Amendment to the Operating Agreement of Brightfield Homes, LLC is made in accordance with Sections 608.401 et. seq of the Florida Limited Liability Company Act by the sole member thereof, Rutenberg Holdings, LLC, and is effective on the date of signature below.

1. Paragraphs 4.1 and 4.2 of Article IV are hereby amended in their entirety to read as follows:

4.1 The responsibility and control of the management and conduct of the Company's day-today activities and operations shall be vested in a Manager appointed by resolution of the sole member, and such officers as said Manager may appoint in its discretion.

4.2 The Manager shall have the right, power and authority necessary to manage the business and affairs of the Company, to do or cause to be done any and all acts, at the expense of the Company, deemed by the Manager to be necessary, convenient or incidental to the conduct of the Business of the Company.

2. Paragraphs 5.1 and 5.2 of Article V are hereby amended by substituting the word "Manager" wherever the word "Member" appears.

3. In all other respects, said Operating Agreement, originally dated as of December 7, 2004, is hereby ratified and confirmed.

Rutenberg Holdings, LLC

By: 

Arthur Rutenberg,  
Managing Member

# 3135453\_v1


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONSENT RESOLUTION  
OF THE SOLE MEMBER OF  
BRIGHTFIELD HOMES, LLC

Rutenberg Holding, LLC being the sole member of Brightfield Homes, LLC (the "Company"), pursuant to Florida Statutes 608.401 et. eq., and pursuant to the Company's Operating Agreement as amended hereby adopts the following resolution:

RESOLVED: That Arthur Rutenberg be and he hereby is appointed as the Manager of the Company and to hold such position until his resignation or removal by the members of the Company.

Rutenberg Holdings LLC

By:   
Arthur Rutenberg  
Managing Member

#3135511\_v1

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TALLAHASSEE, FLORIDA



STATE OF FLORIDA  
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION  
Jeb Bush, Governor  
Diane Carr, Secretary



FEBRUARY 23, 2005

**BRIGHTFIELD HOMES LLC.**  
4203 VINELAND ROAD  
SUITE K-1  
ORLANDO, FL 32811

RE: FLORIDA REAL ESTATE COMMISSION  
APPLICATION NO. 49726, PROFESSION 2502

TO WHOM IT MAY CONCERN:

YOUR APPLICATION WAS RECEIVED ON JANUARY 3, 2005 BY THE DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION.

WE REQUEST THE FOLLOWING ADDITIONAL INFORMATION:

1. OFFICERS AND DIRECTORS FORM (0040) IS INCOMPLETE. PLEASE INCLUDE ALL OFFICERS, MANAGERS, DIRECTORS, AND SHAREHOLDERS PERCENTAGE OF OWNERSHIP. IT MUST EQUAL 100%.
2. THE "QUALIFYING" BROKER MUST BE DESIGNATED AS MANAGER/MEMBER OF AN L.L.C. WITH THE SECRETARY OF STATE DIVISION OF CORPORATIONS.

PLEASE INCLUDE A COPY OF THIS NOTICE WHEN RETURNING CORRESPONDENCE.

THIS INFORMATION IS NEEDED TO COMPLETE YOUR APPLICATION. NO FURTHER ACTION WILL BE TAKEN ON YOUR APPLICATION UNTIL ALL INFORMATION IS RECEIVED. WHEN CORRESPONDING WITH OUR OFFICES PLEASE QUOTE APPLICATION NO. 49726.

ALL CORRESPONDENCE MUST BE RETURNED TO THE ADDRESS BELOW.

THANK YOU FOR YOUR COOPERATION. IF YOU HAVE ANY QUESTIONS, PLEASE CALL THE NUMBER BELOW.

ST

RECEIVED FEB 28 2005