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05 APR 25 PM 3:30

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OFFICES IN:

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PLANT CITY

April 22, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

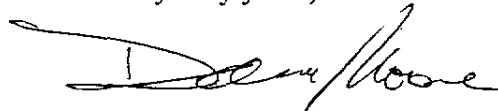
Re: **Spencer Family Properties 1, Inc.**

Dear Sir or Madam:

Enclosed are an original and one copy of an Amendment to the Articles of Organization (the "Amendment") for the above-captioned limited liability company. Also enclosed is our check in the amount of \$35.00 to cover the cost of filing the Amendment. Please file the original Amendment, date stamp the copy, and return the copy to our office.

Thank you for your assistance.

Very truly yours,



Dana Moore
Legal Assistant to James P. Hines

JPH/JMR:dm
Enclosures
Check: \$35.00
cc: Tonya Hills. (w/out enclosures)

TALLAHASSEE, FLORIDA

05 APR 25 PM 3:30

FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION OF
SPENCER FAMILY PROPERTIES 1, LLC

The Articles of Organization for Spencer Family Properties 1, LLC (the "Company") were filed on December 7, 2004 and were assigned document number L04000090104. The Company desires to amend its Articles of Organization, and pursuant to Florida Statute 608.411, submits the following:

1.

Article I shall be deleted in its entirety and the following Article I shall be inserted in lieu thereof:

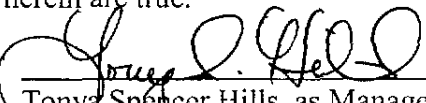
ARTICLE I - NAME

The name of the limited liability company created hereby (hereinafter, "the Company") is: **RUSKIN PROPERTIES 1, LLC**

2.

This First Amendment has been adopted by the consent of the majority of the members of the Company on 4-18, 2005.

IN WITNESS WHEREOF, the undersigned manager hereby acknowledges that the execution of this First Amendment to Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Tonya Spencer Hills, as Manager

Date: 4-18-05

05 APR 25 PM 3:30
TALLAHASSEE, FLORIDA