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LIMITED LIABILITY AMENDMENT

CLASSIC ESTATE HOMES 3, LLC

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AMENDMENT TO ARTICLES OF ORGANIZATION OF CLASSIC ESTATE HOMES 3,LLC (A Florida Limited Liability Company)

DATED: February 8, 2005

FIRST:

The date of filing of the Articles of Organization was January 12, 2005.

SECOND:

The following smendment to the Articles of Organization were adopted by the Limited Liability Company and shall replace article "Members" of the original Articles of Organization:

ARTICLE Members:

The names and address of the members are as follows

N.R. Management Company, Inc. a Florida Corporation 50% Membership Interest 7190 Malforca Crescent, Boca Raton, Florida 33433:

First N. S. Properties, Inc. a Florida Corporation 50% Membership Interest 3857 Turtle Run Blvd. #2113, Coral Springs, FL. 33067

By:

ROSS H. MANELLA ESQ.

Authorized Representative of a Membe

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