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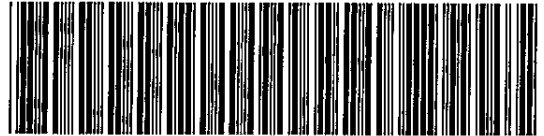
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CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 205769 7199649

AUTHORIZATION :

COST LIMIT : \$ 55.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : February 15, 2005

ORDER TIME : 3:28 PM

ORDER NO. : 205769-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Arlene Rasile
Hunton & Williams
Suite 2500, Barclays Financial
Center 1111 Brickell Ave
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: PADC ROYAL PALM HOLDINGS LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PADC ROYAL PALM HOLDINGS LLC**

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TALLAHASSEE, FLORIDA

I.

A. The name of the entity is PADC Royal Palm Holdings LLC ("Company").

B. The date of filing of the Articles of Organization for the Company was February 14, 2005.

II.

Article I of the Articles of Organization of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the limited liability company is PADC Royal Palm Holdings II LLC.

Except as amended hereby, all of the other provisions of the Articles of Organization of the Company remain in full force and effect.

IN WITNESS WHEREOF, the undersigned authorized representative of the member of PADC Royal Palm Holdings LLC has executed these Articles of Amendment on this 15th day of February, 2005.

PADC ROYAL PALM HOLDINGS LLC

By: 

Abigail C. Watts-FitzGerald
Authorized Representative