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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT  
TOLL-RATTLESNAKE, LLC

Certificate of Status	1
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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TOLL-RATTLESNAKE, LLC

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, Toll-Rattlesnake, LLC a Florida limited liability company (the "Company"), certifies that:

A. The Articles of Organization of the Company were filed by the Florida Department of State on March 2, 2005, document number L05000021004. Articles of Amendment to Articles of Organization of the Company were filed by the Florida Department of State on September 13, 2005.

B. The Articles of Organization are amended and restated in their entirety to read as follows:

1. NAME. The name of the limited liability company is Toll-Rattlesnake, LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 28341 Tamiami Trail, Suite 4, Bonita Springs, Florida 34134.

3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization is: Ralph Reinert, 28341 Tamiami Trail, Suite 4, Bonita Springs, Florida 34134.

The undersigned has executed these Amended and Restated Articles of Organization on the 19th day of September, 2005.

TOLL-RATTLESNAKE, LLC

By: Sembler Family Partnership #42, L.L.P.,  
a Florida limited partnership, Member and  
Manager

By: Sembler Retail II, Inc., a Florida  
corporation, General Partner

By: [Signature]  
Name: Gregory S. Sembler  
Title: Senior Vice President


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By: Toll FL VII Limited Partnership,  
a Florida limited partnership,  
Member and Manager

By: Toll FL GP Corp., a Florida  
corporation, General Partner

By:   
Name: RALPH E. REINERT  
Title: VICE PRESIDENT


**CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Toll-Rattlesnake, LLC
2. The name and address of the registered agent and office is:

Ralph Reinert  
28341 Tamiami Trail, Suite 4  
Bonita Springs, Florida 34134

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Ralph Reinert

9/19/05  
\_\_\_\_\_  
(Date)