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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: QUAIL RUN AT FREEPORT, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARK A VIOLETTE
(Name of Person)

MARK A VIOLETTE PA
(Firm/Company)

34990 EMERALD COAST PKWY STE. 403
(Address)

DESTIN FL 32541
(City/State and Zip Code)

For further information concerning this matter, please call:

MARK A VIOLETTE at (850) 654-0041
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
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Certified Copy
(additional copy is enclosed) |
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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

QUAIL RUN AT FREEPORT, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on APRIL 8, 2005 and assigned document number L05000034687.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

PLEASE AMMEND ARTICLE V OF THE ARTICLES OF ORGANIZATION TO READ AS FOLLOWS:

MGRM
HOUSTON BARBOUR DEVELOPMENT II, L.L.C.
910 HWY 98 E
DESTIN, FL 3278

AND

MGRM
PORT PARTNERS, L.L.C.
1206 RIFTWOOD LANE
THOMASVILLE, GA 31792

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Dated APRIL 13, 2005.



Signature of a member or authorized representative of a member

Martin H. Williams

Typed or printed name of signee

Filing Fee: \$25.00