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LIMITED LIABILITY AMENDMENT

LAND FUND MANAGEMENT, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
LAND FUND MANAGEMENT, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, 484 PARTNERS, LLC adopts these Articles of Amendment:

FIRST: The name of the limited liability company is LAND FUND MANAGEMENT, LLC (the "Company") and the assigned document number is LO5000048673.

SECOND: The Articles of Organization were filed on May 16, 2005.

THIRD: Article 9 of the Company's Articles of Organization is amended in its entirety to read as follows:

The Company is a manager managed company as described more fully in the operating agreement of the Company ("Operating Agreement"), and the business and affairs of the Company shall be managed by or under the direction of one or more managers (the "manager"). The name and current address of the manager is as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

Florida Lifestyle Community
146 Horizon Court
Lakeland, Florida 33813

FOURTH: The foregoing amendment to Article 9 was adopted and approved by the Member(s) of the Company by written consent without a meeting, effective on May 16, 2005.

FIFTH: The foregoing amendment is effective on May 16, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 27th day of July, 2005.


Aileen S. Davis, Authorized Representative

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