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SQUIRE, SANDERS & DEMPSEY L.L.P.

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August 1, 2005

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

Re: Boca Ciega Townhomes, LLC

Dear Sir or Madam:

The enclosed *Articles of Amendment to the Articles of Organization* for the above-referenced limited liability company is hereby submitted for filing. Also enclosed is a check payable to the **Florida Department of State** in the amount of \$25.00 for the filing fee. Please return all correspondence concerning this matter to my attention.

If you have any questions, please do not hesitate to give me a call.

Sincerely,

Judith A. Hall

Judith A. Hall

JAH/JAH
Enclosures
Tampa/43612.1
65069.00001

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

Boca Ciega Townhomes, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on May 19, 2005 and assigned document number L05000050122

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

Article II of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

"Article II

The street address of the principal office of the Limited Liability Company is:

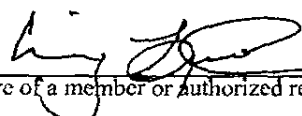
3401 37th Street South
St. Petersburg, FL 33711

The mailing address of the Limited Liability Company is:

3401 37th Street South
St. Petersburg, FL 33711"

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Dated July 29, 2005.



Signature of a member or authorized representative of a member

Craig Little

Typed or printed name of signee

Filing Fee: \$25.00