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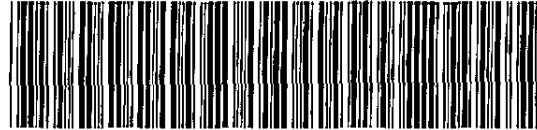
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ARISTA & FELDMAN, P.L.

GABLES INTERNATIONAL PLAZA
2655 SOUTH LE JEUNE ROAD, SUITE 515
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7662
FACSIMILE: (305) 444-7275
INFO@AFLAWYERS.COM

November 16, 2005

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

Re: Restated and Amended Articles of Organization, Villas of Silver Springs, LLC

To whom it may concern:

Enclosed please find an original plus an additional copy of Restated and Amended Articles of Organization, for Villas of Silver Springs, LLC, and fee submitted for filing pursuant to Florida Statutes §608.411. We are sending a check in the amount of sixty dollars (\$60.00) for Filing Fee, Certificate of Status and Certified Copy. The additional copy is being sent for the Certified Copy.

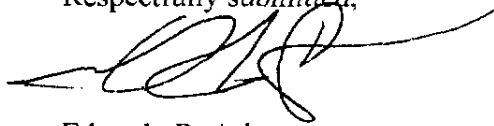
Please return all correspondence concerning this matter to the following:

Eduardo R. Arista, Esq.
515 Gables International Plaza
2655 South Le Jeune Road
Coral Gables, Florida 33134

For further information concerning this matter, please call: Eduardo R. Arista,
Esq. at (305) 444 - 7662.

Thank you in advance.

Respectfully submitted,



Eduardo R. Arista
For the firm

cc: Gus Machado

- Enclosures:
1. Original plus copy of Restated and Amended Articles of Organization
 2. Check for fees (\$60.00)

EA: ccm

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
VILLAS OF SILVER SPRINGS, LLC**

THIS IS TO CERTIFY THAT:

FIRST: This Article amends and restates the Articles of Organization of Villas of Silver Springs, LLC, pursuant to Section 608.411 F.S.

SECOND: The Articles of Organization were filed with the Florida Department of State on May 20, 2005.

THIRD: The former Articles of Organization shall be superseded by the restated and amended Articles of Organization.

FOURTH: That the text of the Articles of Organization of said Villas of Silver Springs, LLC, as amended, is hereby restated as further amended by these Restated Articles, to read in full, as follows:

ARTICLE I

NAME

The name of the Limited Liability Company is **Villas of Silver Springs, LLC.**

ARTICLE II

ADDRESS

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

**12 Spring Lake Way
Ocala, Florida 34472.**

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the initial registered agent is:

**Eduardo R. Arista, Esq.
Gables International Plaza
2655 South Le Jeune Road, 5th Floor
Coral Gables, Florida 33134**

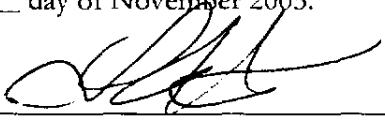
FILED
MAY 20 2005
STATE OF FLORIDA
DEPARTMENT OF STATE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

ARTICLE IV
MANAGER

The name and address of a Manager is as follows:

Lynn Snyder
12 Spring Lake Way
Ocala, Florida 34472


IN WITNESS WHEREOF, this Article of Amendment and Restatement has been duly executed and is being filed in accordance with Section 608.411 F.S., this 16 day of November 2005.



Eduardo R. Arista, Authorized Person

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for Villas of Silver Springs, I.L.C at the place designated in Article III above. 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 under Chapter 608, Florida Statutes.



Eduardo R. Arista, Esq., Registered Agent