

08-18-2005 18:08

FROM GRAY ROBINSON

863-688-8771

T-827

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W5000064384

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

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LIMITED LIABILITY AMENDMENT
SMARTER REALTY OF HIGHLANDS COUNTY LLC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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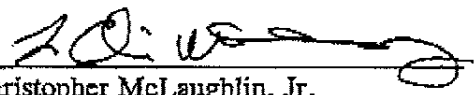
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
SMARTER REALTY OF HIGHLANDS COUNTY, LLC**

1. Articles IV and V of the Articles of Organization of SMARTER REALTY OF HIGHLANDS COUNTY, LLC, a Florida limited liability company (Document Number L05000064384), are hereby deleted, repealed and removed from the Articles of Organization. The Articles of Organization were filed with the Florida Secretary of State on June 28, 2005.

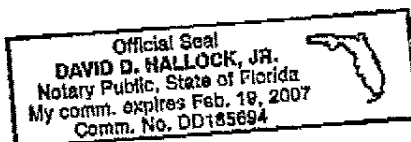
2. The foregoing amendment was adopted by the unanimous written consent of all of the Members and the Manager on August 16th, 2005.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member and the Manager has executed these Articles of Amendment this 16th day of August, 2005.


T. Christopher McLaughlin, Jr.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Amendment were acknowledged before me this 16th day of August, 2005, by T. Christopher McLaughlin, Jr., being the authorized representative of a Member and the Manager of SMARTER REALTY HIGHLANDS COUNTY, LLC, a Florida limited liability company, on behalf of said company, who is personally known to me.



(AFFIX NOTARY SEAL)


NOTARY PUBLIC, State of Florida at Large

David D. Hallock, Jr.
(Printed Name)

My commission expires:

FILED