

SAM E. THOMAS & ASSOCIATES
LAW FIRM

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VIA FEDERAL EXPRESS

November 8, 2005

Registration Section
Division of Corporations
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Document Number: L05000092575
Corporate Filing Number: 300059794943
Amended and Restated Articles of Bay Harbor Homes, LLC

Enclosed are the following items in connection with the filing of the Amended and Restated Articles of Bay Harbor Homes, LLC:

1. (2) original executed copies of the Amended and Restated Articles of Bay Harbor Homes, LLC;
2. Check in the amount of \$25.00 for the filing fee associated with this;
3. Return pre-addressed Federal Express envelope to return the recorded document.

Please file the Articles and return them to us in the enclosed Federal Express envelope. Should you have any questions at all concerning this, please feel free to give me a call.

Best Regards,


Sam E. Thomas
For the Firm

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Enclosures

cc: Evan Jennings (via fax 404-812-4111)
Ed de Guardiola (via fax 404-995-4439)
Russell Geyser (via e-mail)

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**AMENDED AND RESTATED
ARTICLES OF
BAY HARBOR HOMES, LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, the Amended and Restated Articles of Bay Harbor Homes, LLC (the "Company") a Florida limited liability company, are set forth as follows:

**ARTICLE I
NAME**

The name of the limited liability company is BAY HARBOR HOMES, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 3340 Peachtree Road NE, Suite 2270, Atlanta, Georgia 30326.

**ARTICLE III
MANAGEMENT**

The Company will be Member-managed. The Member-manager of the Company is:

deGuardiola-Jennings Development, LLC
3340 Peachtree Road NE
Suite 2270
Atlanta, Georgia 30326

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the Company's registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

In witness whereof, the Manager has duly executed these Amended and Restated Articles of Bay Harbor Homes, LLC in accordance with Chapter 608 of the Florida Limited Liability Company Act, Florida Statutes, effective this 8th day of November, 2005.

deGUARDIOLA-JENNINGS DEVELOPMENT,
LLC, a Georgia limited liability company, Managing
Member

By: *Evan D. Jennings*
Evan D. Jennings

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

CT Corporation System

By: *Rachel T. Hayes*

RACHEL T. HAYES
ASSISTANT SECRETARY

SECRET
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