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NORTON HAMMERSLEY

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SANCTUARY RESIDENTIAL PARTNERS, LLC

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION  
OF  
SANCTUARY RESIDENTIAL PARTNERS, LLC**

1. The Articles of Organization of SANCTUARY RESIDENTIAL PARTNERS, LLC, a Florida limited liability company, were filed with the Florida Department of State, on January 11, 2006.

2. Article III of the Articles of Organization is hereby deleted in its entirety and the following Article III inserted in lieu thereof:


**\*Article III - PURPOSE**

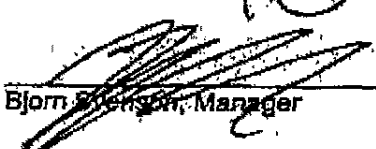
The purpose of the Company is to own real property located in Manatee County, Florida, develop the Property and construct all related infrastructure for single family homes, as well as villas and docks, consistent with the site plan approved by Palmetto municipality, guarantee the obligations of Sanctuary Development Partners, LLC, a Delaware limited liability company and incur additional obligations associated with the mezzanine indebtedness due and owing to Building Union Investment and Local Development of America Trust, and to do any and all things incidental to any of the activities described above. The Company shall have all powers described in the Florida Limited Liability Company Act in furtherance of the above described activities.

3. In all other respects, the Articles of Organization of the Company are ratified and affirmed in all respects.

4. These Articles of Amendment were approved by all of the Members of the Company on the date set forth below, and the votes cast in favor of the Amendment were sufficient for approval.

DATED: February 14, 2007.

  
\_\_\_\_\_  
Larry D. Lipa, Manager

  
\_\_\_\_\_  
Bjorn Stenstrom, Manager

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