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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. YMCA Village Allapattah II Development, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
YMCA VILLAGE ALLAPATTAH II DEVELOPMENT, LLC.**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization of YMCA VILLAGE ALLAPATTAH II DEVELOPMENT, LLC (the "Company") are hereby amended according to these Articles of Amendment:

FIRST: The name of the limited liability company is YMCA VILLAGE ALLAPATTAH II DEVELOPMENT, LLC.

SECOND: The original Articles of Organization were filed on January 12, 2006 under file number L06000003951.

THIRD: Article I of the Articles of Organization is amended in its entirety to read as follows:

ARTICLE I. NAME

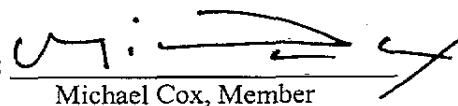
The name of the limited liability company is VILLAGE ALLAPATTAH II DEVELOPMENT, LLC.

FOURTH: The foregoing amendment was unanimously adopted by all the Members of the limited liability company in accordance with the operating agreement of the limited liability company.

FIFTH. All provisions of the original Articles of Organization to the extent not inconsistent with this Amendment shall continue to be in full force and effect.

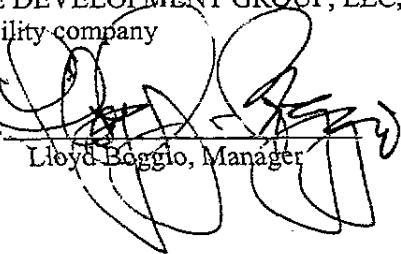
IN WITNESS WHEREOF, the Members have executed these Articles of Amendment to Articles of Organization as of the 27th day of March, 2006.

BISCAYNE HOUSING GROUP, LLC, a Florida limited liability company, Member

By: 
Michael Cox, Member

By: 
Gonzalo DeRamon, Member

CARLISLE DEVELOPMENT GROUP, LLC, a Florida limited liability company

By: 
Lloyd Boggio, Manager

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