

Division of Corporations

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L06000003955

Florida Department of State
Division of Corporations
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

VILLAGE ALLAPATTAH PHASE II, LLC

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G. MCLEOD

FEB 14 2008

EXAMINER

ARTICLES OF AMENDMENT
OF ARTICLES OF ORGANIZATION
OF VILLAGE ALLAPATTAH PHASE II, LLC

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, Village Allapattah Phase II, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on January 12, 2006, under Document No. L06000003955, adopts the following articles of amendment to its Articles of Organization.

ARTICLE I

The name of the Company is VILLAGE ALLAPATTAH PHASE II, LLC.

ARTICLE II

The following is hereby added as new Article VIII of the Company's Articles of Organization:

ARTICLE VIII
MEMBERS

(a) The Company shall have three members. The members of the Company are (i) MM Village Allapattah Phase II, LLC, a Florida limited liability company, (ii) U.S.A. Institutional Tax Credit Fund LIV, L.P., and (iii) The Richman Group Capital Corporation. The managing member shall be MM Village Allapattah Phase II, LLC.

(b) A member of the Company shall not cease to be a member of the Company upon the occurrence of an event specified in Florida Statutes Section 408.4237.

ARTICLE III

These Articles of Amendment shall be effective at the time of its filing with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment of the Articles of Organization as the Manager pursuant to the provisions of Section 608.408 of the Florida Limited Liability Company Act.

Dated as of February 13, 2008

MANAGING MEMBER:

MM VILLAGE ALLAPATTAH PHASE II, LLC, a
Florida limited liability company

By: TCG Allapattah II, LLC, a Florida limited
liability company, as co-manager

By: 
Lloyd Boggio, Manager

By: Biscayne Housing Group, LLC, a Florida
limited liability company, as co-manager

By: _____
Gonzalo DeRamon, Member

And

By: _____
Michael Cox, Member

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment of the Articles of Organization as the Manager pursuant to the provisions of Section 608.408 of the Florida Limited Liability Company Act.

Dated as of February 13, 2008

MANAGING MEMBER:

MM VILLAGE ALLAPATTAH PHASE II, LLC, a
Florida limited liability company

By: TCG Allapattah II, LLC, a Florida limited
liability company, as co-manager

By: _____
Lloyd Boggio, Manager

By: Biscayne Housing Group, LLC, a Florida
limited liability company, as co-manager

By: G. Selz
Gonzalo DeRamon, Member

And

By: Michael Cox
Michael Cox, Member