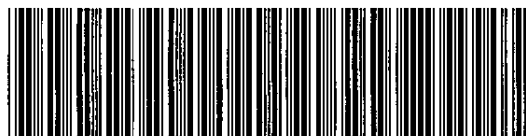


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(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF
DIVISION OF

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: VILLAGE ALLAPATTAH PHASE II, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lynn C. Washington, Esq.

Name of Person

Washington & Associates, P.A.

Firm/Company

4 Midtown, 3301 NE 1st Avenue, Suite M-501

Address

Miami, Florida 33137

City/State and Zip Code

lwashington@walaw.us.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynn C. Washington

Name of Person

at (305) 573-2929

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

VILLAGE ALLAPATTAH PHASE II, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on January 12, 2006 and assigned Florida document number L06000003955.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

150 SE 2nd Avenue, Suite 1302

Miami, Florida 33131

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

150 SE 2nd Avenue, Suite 1302

Miami, Florida 33131

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

4 Midtown, 3301 NE 1st Avenue, Suite M-501

Enter Florida street address

Miami

City

, Florida

33137

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

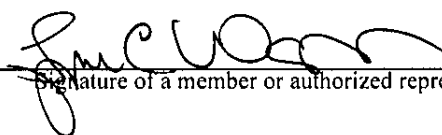
If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	MM Village Allapattah Phase II, LLC	150 SE 2nd Avenue Suite 1302 Miami, Florida 33131	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	Carlisle Development Group, LLC	2950 SW 27th Avenue, Suite 200 Miami, Florida 33133	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	Biscayne Housing Group, LLC	2950 SW 27th Avenue Suite 200 Miami, FL 33133	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Dated August 1, 2006.



Signature of a member or authorized representative of a member

Typed or printed name of signee