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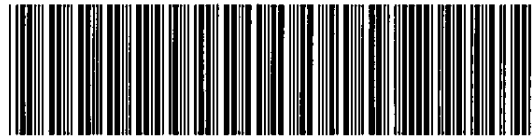
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DIVISION OF CORPORATIONS
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Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
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425-5675
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

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

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MM YMCA VILLAGE ALLAPATTAH PHASE II, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Lynn C. Wahsington
(Name of Person)

Holland & Knight LLP
(Firm/Company)

701 Brickell Avenue Suite 3000
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Darlene Gonzalez at (305) 789-7424
(Name of Person) (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**

MM YMCA VILLAGE ALLAPATTAH PHASE II, LLC

(Present Name)
(A Florida Limited Liability Company)

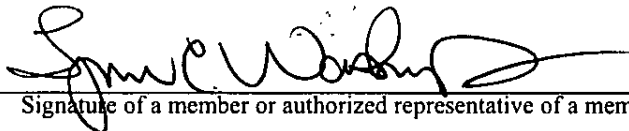
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FIRST: The Articles of Organization were filed on January 12, 2006 and assigned document number L06000003956.

SECOND: This amendment is submitted to amend the following:

Name Change to: MM VILLAGE ALLAPATTAH PHASE II, LLC

Dated February 14, 2007.



Signature of a member or authorized representative of a member

Lynn C. Wahsington

Typed or printed name of signee

Filing Fee: \$25.00

**ARTICLES OF ORGANIZATION
MM YMCA VILLAGE ALLAPATTAH PHASE II, LLC
A FLORIDA LIMITED LIABILITY CORPORATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **MM YMCA Village Allapattah Phase II, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

2950 SW 27th Avenue
Suite 200
Miami, Fl 33133

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement or (ii) by the unanimous written agreement of all Members.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Lynn C. Washington the Company's initial registered agent at that address to accept service of process within this state.


ARTICLE VI. MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VII. OPERATING AGREEMENT


The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10
day of January, 2006.


Lynn C. Washington
Duly Authorized Representative of a
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **MM YMCA Village Allapattah Phase II, LLC**, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


Lynn C. Washington
Dated: January 19 2006

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