

Division of Corporations

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THE FOUNTAINS APARTMENTS LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
THE FOUNTAINS APARTMENTS LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, THE FOUNTAINS APARTMENTS LLC, a Florida limited liability company ("Company"), whose Articles of Organization ("Articles") were filed with the Florida Department of State on March 21, 2006, hereby amends its Articles as follows:

Article V of the Articles is hereby deleted in its entirety and the following new Article V shall be inserted in its place:

ARTICLE V

The Company shall be managed by its members.

All other provisions of the Articles of Organization of the Company shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment to the Articles of Organization as of the 5 day of December, 2006.

Granvil Tracy, sole member

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