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To: Division of Corporations

From: Mirna Hormechea, Paralegal

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Message:

Dear Sir or Madam:

Please find attached for filing the Amendment to Articles of Organization of Frostproof Developers JV, LLC

Should you have any questions or concerns, do not hesitate to contact me.

Thank you.

Mirna Hormechea
Paralegal

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FROSTPROOF DEVELOPERS JV, LLC**

Pursuant to the provisions of Section 608.411(1), Florida Statutes, the undersigned Authorized Representative hereby files these Articles of Amendment to the Articles of Organization of Frostproof Developers JV, LLC (the "Company") attached hereto.

FIRST: The Articles of Organization were filed on August 11, 2006, and assigned document number L06000079728.

SECOND: The Articles of Organization are hereby amended as follows:

ARTICLE III - MANAGEMENT

The company shall be manager managed. The number of managers may be increased or diminished from time to time by the Members.

The names and the addresses of the initial Managers and Members are:

Walter Chatham - 450 N.E. 32nd Street, Miami, Florida 33137
Michael Gold - 450 N.E. 32nd Street, Miami, Florida 33137
Robert Wohl - 450 N.E. 32nd Street, Miami, Florida 33137

THIRD: The effective date of this Amendment is August 11, 2006.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed the Articles of Amendment this 30th day of August 2006.


Dale S. Bergman, Authorized Representative

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