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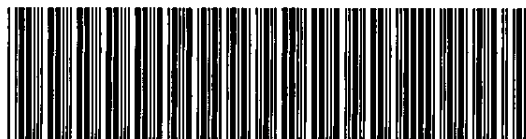
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May 2, 2007

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: VARSITY VILLAS, LLC
Our File No.: 06-1254.4


Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment for the above referenced corporation.

Also enclosed please find check #31733 the amount of \$33.75 for the filing. Please return the appropriate copy to this office at your earliest convenience.

Thank you and if you require any further information or have any questions, please do not hesitate to call.

Sincerely yours,
SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.


M. Susan Fulford
Legal Assistant to Ms. Murphy

/msf
Enclosures

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ARTICLES OF AMENDMENT

VARSITY VILLAS, LLC

The undersigned hereby files these Articles of Amendment to the Articles of Organization for VARSITY VILLAS, LLC, a limited liability company, and states as follows:

1. The Articles of Organization for VARSITY VILLAS, LLC were filed on January 25, 2007.
2. The Articles of Organization are hereby amended to change the name to "VILLAS AT 39TH, LLC."

Executed this 2nd day of May, 2007.

VARSITY VILLAS, LLC, a Limited Liability Company

By: 

Howard K. Wallace, Member

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ARTICLES OF AMENDMENT

Varsity Villas, LLC

The undersigned hereby files these Articles of Amendment to the Articles of Organization for Varsity Villas, LLC, a limited liability company, and states as follows:

1. The Articles of Organization for Varsity Villas, LLC were filed on January 25, 2007.
2. The Articles of Organization are hereby amended to change the name to "Villas at 39th, LLC."

Executed this 2nd day of May, 2007.

Varsity Villas, LLC, a Limited Liability Company

By: 

Howard K. Wallace, Member

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