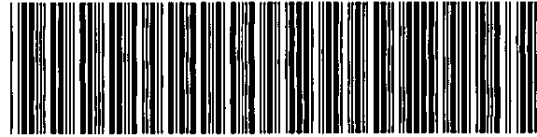


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Amend

1.

HLP Properties At The Villages, LLC.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
HLP PROPERTIES AT THE VILLAGES, L.L.C.**

The Articles of Organization for HLP Properties at The Villages, L.L.C. (the "Company") were filed on June 30, 2008 and assigned Florida document number L08000063808.

These Amended and Restated Articles of Organization of the Company have been duly executed and are being filed in accordance with Section 608.411, Florida Statutes.

These Amended and Restated Articles of Organization are submitted to amend and restate the Articles of Organization of the Company in their entirety, as follows:

**ARTICLE I - Name:**

The name of the Company is: HLP Properties at The Villages, L.L.C.

**ARTICLE II - Purpose:**

The Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - Address:**

The mailing address and street address of the principal office of the Company is:  
999 Yamato Road  
Third Floor  
Boca Raton, FL 33431

**ARTICLE IV - Management:**

The Company shall be managed by its members in accordance with any operating agreement in effect.

**ARTICLE V - Registered Agent, Registered Office & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Richard Cohen  
999 Yamato Road  
Third Floor  
Boca Raton, FL 33431

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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, Florida Statutes.*

  
Registered Agent's Signature

  
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Howard B. Koslow  
Typed or printed name of signee

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