

Division of Corporations

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**FIFTH ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
QUAIL WEST DEVELOPMENT COMPANY, LLC**

The undersigned, for the purpose of amending the Articles of Organization of Quail West Development Company, LLC, a Florida limited liability company ("Company"), hereby makes, acknowledges, and files the following amendment to its Articles of Organization, pursuant to Section 608.411, Florida Statutes.

FIRST: The Articles of Organization of QW 2009 Investors, LLC, (now known as Quail West Development Company, LLC) were filed with the Florida Department of State on March 13, 2009, amended on March 27, 2009, March 30, 2009, April 24, 2009, and May 4, 2009, and were assigned Document Number L09000024833.

SECOND: The following amendment to the Articles of Organization was adopted by the Company:

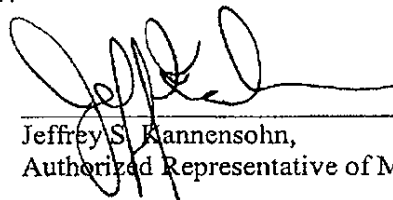
Article V is hereby deleted in its entirety and replaced as follows:

ARTICLE V -- MANAGEMENT

The Company shall be managed by one or more Managing Members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. At the time that this Amendment to Articles is executed, the Managing Member is as follows:

MGF Quail West LLC (MGRM)
9530 Marketplace Road, Suite 301
Ft. Myers, Florida 33912

Signed this 24th day of June, 2009.



Jeffrey S. Kannensohn,
Authorized Representative of Member