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HARMONY TOWN SQUARE MARKET, LLC

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G. MCLEOD

DEC 28 2012

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
HARMONY TOWN SQUARE MARKET, LLC**

The undersigned, constituting the sole Member of Harmony Town Square Market, LLC, a Florida limited liability company (the "Company") desiring to amend the Articles of Organization (the "Original Articles") of the Company pursuant to the terms of Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "Act"), states as follows:

1. The name of the Company is Harmony Town Square Market, LLC.
2. The date of the filing of the original Articles was February 17, 2012 and the Company was assigned Document Number L12000023643.
3. The Company filed Articles of Amendment to Articles of Organization on March 5, 2012 (the "Amendment"). The Original Articles and the Amendment are hereinafter referred to as the "Articles".
4. Article V of the Articles is hereby deleted in its entirety and the following is added in its place:

"The name and address of the managers of the Company are:

Brock M. Nicholas
3500 Harmony Square Drive West
Harmony, Florida 34773-6047


Robert Geimer
Starwood Asset Management
400 Galleria Parkway
Suite 1450
Atlanta, Georgia 30339

The undersigned has executed this Amendment this 27th day of December, 2012.

**HARMONY TOWN SQUARE
MARKET, LLC**

By: Birchwood Acres Limited Partnership, LLLP,
a Florida limited liability limited partnership,
its sole member

By: VII GP Harmony, L.L.C.,
a Delaware limited liability company,
its General Partner

By: 
Robert Geimer, Chairman

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