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CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF TARRAGON STONEYBROOK APARTMENTS, L.L.C.

Pursuant to *Florida Statutes* Section 608.411, the Articles of Organization of Tarragon Stoneybrook Apartments, L.L.C., a Florida limited liability company, filed with the Secretary of State, Tallahassee, Florida, on June 24, 1998, are hereby amended as follows:

1. Article IV is deleted and the following is added in lieu thereof:

ARTICLE IV

The Company will be managed by two (2) Managers who need not be Members. The names and mailing address of the initial Managers (the "Managers") of the Company are as follows:

William S. Friedman, Esq. c/o Tarragon Realty Investors, Inc. 280 Park Avenue
East Building, 20th Floor
New York, NY 10017

Robert C. Rohdie 280 Park Avenue East Building, 20th Floor New York, NY 10017

The foregoing Amendment was adopted by the Members of the Company on the 25th day of June, 1998.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this Certificate of Amendment this // day of February, 1999.

Robert C. Rohdie, as Trustee under Trust Agreement dated June 24, 1998 SECRETARY OF STATE DIVISION OF CORPORATION OF CORPORATION OF STATE OF STATE

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _______ day of February, 1999, by Robert C. Rohdie, as Trustee under Trust Agreement dated June 24, 1998, as a Member of the Company. He is personally known to me.

NOTARY PUBLIQ

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My Commission Expires:



J. LINDSAY BUILDER, JR. MY COMMISSION # CC459240 EXPIRES June 23, 1999 BONDED THRU THOY FAIN INSURANCE, INC

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