

CT CORPORATION SYSTEM

L98000000874

CORPORATION(S) NAME

Tarragon Stoneybrook Apartments, L.L.C.

L98-874

FILED

01 NOV - 1 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

11/1/01

Order#: 4887285

Ref#: _____

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DIVISION OF CORPORATION

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-11/01/01--01051--017
Amount: \$ *****35.00 *****35.00

700004663037--5
-11/01/01--01051--018
*****20.00 *****20.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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

THIS FIRST AMENDMENT, dated as of October 31, 2000, is by TARRAGON DEVELOPMENT COMPANY, LLC, a Delaware limited partnership, the Manager of Tarragon Stoneybrook Apartments, L.L.C., a Florida limited liability company (the "Company").

WHEREAS, the Articles of Organization for the Company (the "Articles") were filed with the Secretary of State of the State of Florida on June 24, 1998 under Document Number L98000000874; and

WHEREAS, the undersigned desires to amend the Articles, as more particularly set forth below.

NOW, THEREFORE, in consideration of the foregoing, the Articles are hereby amended as follows:

1. Article II of the Articles (Address) is hereby deleted and replaced by the following:

The mailing address and street address of the principal office of the Company is c/o Tarragon Realty Investors, Inc., 1775 Broadway, 23rd Floor, New York, NY 10019.

2. Article IV of the Articles (Management) is hereby deleted and replaced by the following:

The Company will be managed by a Manager who need not be a Member. The Manager (the "Manager") of the Company is:

Tarragon Development Company, LLC
1775 Broadway, 23rd Floor
New York, NY 10019

The Manager will serve as the Manager until its successor has been elected.

3. Article IX of the Articles (Registered Office and Agent) is hereby deleted and replaced by the following:

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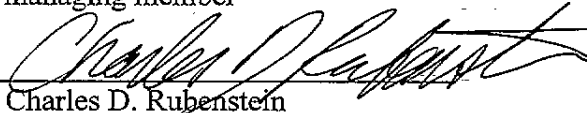
The street address of the registered agent of the Company is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of the registered agent at that address is CT Corporation Systems.

4. Except as expressly set forth above, the Articles remain unmodified and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the date first written above.

TARRAGON DEVELOPMENT COMPANY, L.L.C.

By: Tarragon Realty Investors, Inc.,
its managing member

By: 
Charles D. Rubenstein
Executive Vice President