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ACCOUNT NO. : 072100000032
 REFERENCE : 010445 4732152
 AUTHORIZATION :
 COST LIMIT : \$ 105.00

Patricia Pizant

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ORDER DATE : October 27, 1998
 ORDER TIME : 2:16 PM
 ORDER NO. : 010445-005
 CUSTOMER NO: 4732152

CUSTOMER: Bert C. Simon, Esq.
 Gartner Brock & Simon
 Suite 203
 1660 Prudential Drive
 Jacksonville, FL 32207

800002673868-4

DOMESTIC AMENDMENT FILING

NAME: COUNTRY LIFE, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 _____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

L98-1750
 EXAMINER'S INITIALS:

Name Availability	<i>MPH</i>
Document Examiner	<i>MPH</i>
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
COUNTRY LIFE, LLC**

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Pursuant to Section 608.411, Florida Statutes, Country Life, LLC, a Florida limited liability company adopts the following Amended and Restated Articles of Organization, which shall be effective upon filing with the Office of the Secretary of State of Florida. The initial Articles of Organization were filed with the Secretary of State of Florida on September 8, 1998.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be: COUNTRY LIFE, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
PURPOSE**

The purpose of the Company is to engage solely in the following activities:

- (a) to own and operate the real property described on Exhibit A annexed hereto (the "Property"); and
- (b) to engage in any activity and exercise any powers permitted to limited liability companies under the laws of the State of Florida that are incident to the foregoing and necessary, desirable or convenient to accomplish the foregoing.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall commence on September 1, 1998, and shall continue perpetually, unless terminated: (i) in accordance

with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE V MANAGEMENT

The Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Finlay Properties, Inc.
117 Bouganvilla Drive
Ponte Vedra Beach, Florida 32082

Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successors are duly elected and qualified.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII REGISTERED AGENT AND OFFICE

The Company designates 117 Bouganvilla Drive, Ponte Vedra Beach, Florida 32082, as the street address of the initial registered office of the Company and names Mr. Christopher Finlay, as the Company's initial registered agent at that address to accept service of process within this State.

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**ARTICLE VIII
OPERATIONAL MATTERS**

The Company will conduct its affairs in accordance with the following provisions:

(a) the Company will establish an office through which its business will be conducted, which office will be separate and apart from that of any person or entity owning beneficially more than fifty percent (50%) of the outstanding shares of common stock of the Company ("Beneficial Owner") and will be separate and apart from that of any of such owner's subsidiaries or affiliates other than the Company;

(b) the Company will maintain separate corporate records and books of account from those of any Beneficial Owner;

(c) the Company's assets will not be commingled with those of any other entity or any Beneficial Owner;

(d) the Company shall not engage in any business other than those necessary for the ownership, management or operation of the Property and any business transactions with any Beneficial Owner or affiliate of the Company or any affiliate of any Beneficial Owner of the Company shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate of the Company or a Beneficial Owner or an affiliate of a Beneficial Owner or the Company;

(e) for so long the loan dated on or about October 30, 1998 from Green Tree Financial Servicing Corporation, a Delaware corporation, its successors and/or assigns, to the Company (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, the Company shall not: (i) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan; (ii) engage in any business or activity other than as authorized by Article III hereof, (iii) dissolve or liquidate, in whole or in part or (iv) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it; or (v) amend, alter, change or repeal any of the following articles of these Articles of Organization: Article III, this Article VIII or Article IX.

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(f) the Company shall not make any loans or advances to any third party (including any affiliate of the Company or any Beneficial Owner or principal or an affiliate of any Beneficial Owner or principal of the Company);

(g) the Company shall be solvent and pay its liabilities from its assets as the same shall become due;

(h) the Company shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate thereof, including any Beneficial Owner or any affiliate of any Beneficial Owner of the Company);

(i) the Company shall file its own tax returns;

(j) the Company shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

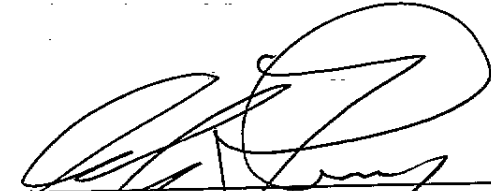
(k) for so long as the Loan remains outstanding, the Company shall not seek or consent to the dissolution or winding up, in whole or in part, of the Company; and

(l) the Company shall not commingle the funds and other assets of the Company with those of any Beneficial Owner of the Company, any affiliate of a Beneficial Owner of the Company or any other person.

ARTICLE IX AMENDMENT

The Company reserves the right to amend, alter, or repeal any other provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights of Members herein are subject to this reservation; provided, however, that Article III, Article VIII, and this Article IX may be amended only in accordance with Article VIII, paragraph (e)(iii) of these Articles of Organization.

IN WITNESS WHEREOF, the undersigned, being duly authorized, by the Members of the limited liability company, has duly executed these Amended and Restated Articles of Organization of Country Life, LLC, as of the 26 day of October, 1998.


CHRISTOPHER FINLAY, Member

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