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From:

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LIMITED LIABILITY AMENDMENT**PGA COMMONS TOWNHOMES, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PGA COMMONS TOWNHOMES, LLC
a Florida Limited Liability company

FILED
99 NOV 24 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an authorized representative of a member of PGA Commons Townhomes, LLC, (the "Company"), formed pursuant to Articles of Organization filed with the Florida Department of State on February 11, 1999, does hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Organization for the Company. These Amended and Restated Articles of Organization have been duly executed and filed in accordance with Section 608.411 of the Florida Statutes.

ARTICLE ONE

NAME

The name of the limited liability company is: PGA Commons Townhomes, LLC

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 3300 PGA Boulevard, Suite 550, Palm Beach Gardens, FL 33410.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

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ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

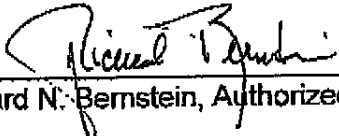
ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization have been executed by an authorized representative of a member of the Company as of November 24, 1999.


Richard N. Bernstein, Authorized Representative

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99 NOV 24 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PGA Commons Townhomes LLC in the foregoing Amended and Restated Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.,
Florida corporation

By: [Signature]

Title: Vice Pres

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