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June 15, 1999

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-06/18/99-01055-001
*****52.50 *****52.50

Florida Department of State
Attn: Limited Liability Company Filings
409 East Gaines Street
Tallahassee, Florida 32399

RE: *Village Center Associates/Amendment of Articles of Organization*

Dear Sir or Madam:

Enclosed herewith please find original executed Certificate of Amendment of Articles of Organization for Village Center Associates, L.C.. Also find our firm check in the sum of \$52.50 which sum represents payment of the State's filing fee for this service.

Please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Mitchell B. Kirschner

MBK/da
Enclosures

cc: *James Young, Managing Partner, Village Center Associates, L.C.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 JUN 1999 AM 9:52

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6/22

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF ORGANIZATION OF
VILLAGE CENTER ASSOCIATES, L.L.C., a Florida Limited Liability Company**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of VILLAGE CENTER ASSOCIATES, L.L.C., a Florida Limited Liability Company.

SECOND: The name of the Company is hereby changed to VILLAGE CENTER ASSOCIATES, L.C.

THIRD: The Articles were filed with the Florida Department of State on March 10, 1999 and assigned document number L99000001347.


FOURTH: Article II of the Articles previously provided as follows:

The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or by law.

FIFTH: Article II of the Articles, as amended, provides as follows:

The latest date on which the Company is to dissolve is December 31, 2029.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 26th day of May, 1999.



JAMES YOUNG, as Managing Partner