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MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

3838 TAMiami TRAIL NORTH, SUITE 402
NAPLES, FLORIDA 34103
(941) 649-5200

JAMES F. CAUDILL
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, L.L.M.
DAVID N. MORRISON

TELECOPIER (941) 649-8140

November 12, 1999

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/16/99--01072--003
*****52.50 *****25.00

Re: Certificate of Amendment to Articles of Organization of St. Croix
Management of Naples, L.L.C. , a Florida limited liability company

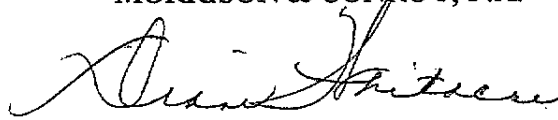
Dear Sir/Madam:

Enclosed please find the original and one copy of a Certificate of Amendment to the Articles of Organization of St. Croix Management of Naples, LLC., along with our check in the amount of Thirty-five Dollars (\$35.00), you fee for the filing of this Amendment.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Paralegal to
J. Thomas Conroy, III

FILED
99 NOV 16 PM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/14

Encl.

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ST. CROIX MANAGEMENT OF NAPLES, L.L.C.
a Florida limited liability company**

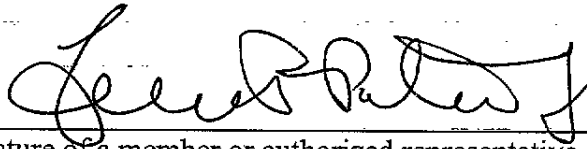
FIRST: The date of filing of articles of organization was April 22, 1999.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

The name of the limited liability company shall be changed to "SCM Properties, L.L.C."

Dated: November 1, 1999.

199-2342



Signature of a member or authorized representative of a member

FRANK P. POTESTIO, JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED