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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SUNBELT-TALLAHASSEE, L.L.C.**

1. **Original Filing.** The Articles of Organization were filed on July 26, 1999, and previously amended by a filing made on December 9, 2002.

2. **Text of New Amendment to Articles of Organization.** The section entitled "Certain Prohibited Activities" under Article VIII, Section 2 of the Articles of Organization is hereby amended and restated in its entirety to read as follows:

"Certain Prohibited Activities: For so long as any mortgage in favor of Nonura Credit & Capital, Inc., or its successors or assigns (the "First Mortgage") exists on any portion of the property, the limited liability company shall not incur, assume, or guaranty any indebtedness other than provided in subsection (d) of Section 1.32 of the First Mortgage. The limited liability company shall not, without written consent of the mortgagee holding the First Mortgage on any portion of the Property, dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the limited liability company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the limited liability company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

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TALLAHASSEE, FLORIDA

Dated: April 19, 2007


Larry G. Blumberg, Member

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