

M03000003013

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

HERITAGE GOLF HERON BAY, LLC

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M03-3013

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 23, 2004

HERITAGE GOLF HERON BAY, LLC
12750 HIGH BLUFF DR., FOURTE FLOOR
SAN DIEGO, CA 92130

SUBJECT: HERITAGE GOLF HERON BAY, LLC
REF: M03000003013

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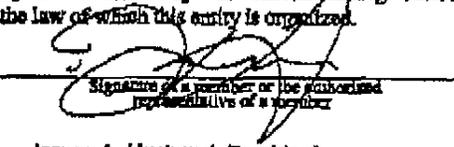
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Heritage Golf Heron Bay, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: September 11, 2003

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? March 16, 2004
5. New name of the limited liability company: Heritage Golf Alaqua Lakes, LLC
6. If the amendment changes the period of duration, indicate new period of duration: n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

James A. Husband, President

Typed or printed name of signer

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Delaware

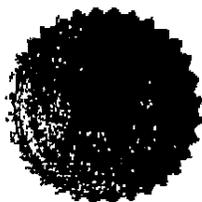
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HERITAGE GOLF HERON BAY, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HERITAGE GOLF ALAQUA LAKES, LLC", THE EIGHTEENTH DAY OF MARCH, A.D. 2004, AT 3:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3700507 8320
040203025



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3002924

DATE: 03-22-04