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**Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 205-0383

Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)

Account Number : 076117000420

Phone : (561) 650-0728

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

KOLTER RESORT COMMUNITIES LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$60.00

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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: Kolter Resort Communities LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: November 10, 2005


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? December 21, 2005
5. New name of the limited liability company: Kolter Master Planned Communities LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

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

Michael Clarke, Manager

Typed or printed name of signer

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

06 FEB -2 AM 9:18

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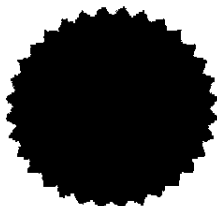
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KOLTER RESORT COMMUNITIES LLC", CHANGING ITS NAME FROM "KOLTER RESORT COMMUNITIES LLC" TO "KOLTER MASTER PLANNED COMMUNITIES LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 2:48 O'CLOCK P.M.

3843386 8100

051048386

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4394446

DATE: 12-21-05

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FEB-02-2006 14:26

GUNSTER YOAKLEY

Secretary of State P. D4/D4
Division of Corporations
Delivered 03:02 PM 12/21/2005
FILED 02:48 PM 12/21/2005
SRV 051048386 - 3843386 FILE

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Kolter Resort Communities LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows: Each First is amended in its entirety so that it shall now read:
"First: The name of the limited liability company is Kolter Master Planned Communities LLC."

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 21st day of December, A.D. 2005.

By: [Signature]
Authorized Person(s)

Name: Michael Clarke, Manager
Print or Type

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