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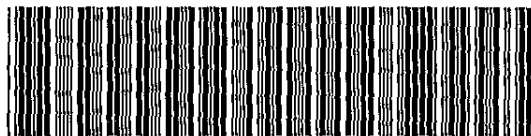
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02 DEC 13 AM 9:49
TOLSON

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December 9, 2002

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Alvin A. London
1917-1998

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: MT AMELIA ISLAND, LLC

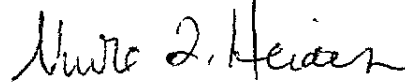
Gentlepersons:

Please find enclosed the original Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida for the limited liability company listed above. Also enclosed is an original certificate from the State of North Carolina evidencing the amendment, an original Certificate of Existence for the Company and a check in the amount of \$25.00 for payment of the filing fee.

Please issue the letter of acknowledgement upon registration and mail to my firm address as stated above.

Thank you for your assistance with this matter.

With kindest regards,



Nicole L. Heiden

Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT 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: MT Amelia Island, LLC
2. Jurisdiction of its organization: North Carolina
3. Date authorized to do business in Florida: November 26, 1997

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

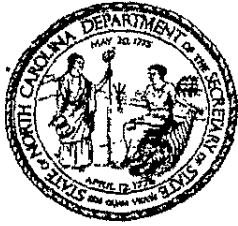
4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? November 22, 2000
5. New name of the limited liability company: Amelia Harbor View, LLC
6. If the amendment changes the period of duration, indicate 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.

Ronald E. McCauley
Signature of a member or the authorized representative of a member

Ronald E. McCauley, Manager
Typed or printed name of signee

Filing Fee: \$25.00

02 DEC 13 AM 9:49
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NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**MT AMELIA ISLAND, LLC
WHICH CHANGED ITS NAME TO
AMELIA HARBOR VIEW, LLC**

the original of which was filed in this office on the 22nd day of November, 2002.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 22nd day of November, 2002

Elaine F. Marshall

Secretary of State

22 325 9056

State of North Carolina
Department of the Secretary of State

Limited Liability Company
AMENDMENT OF ARTICLES OF ORGANIZATION

Pursuant to §57C-2-22 of the General Statutes of North Carolina, the undersigned limited liability company hereby submits the following Articles of Amendment for the purpose of amending its Articles of Organization.

1. The name of the limited liability company is: MT Amelia Island, LLC.
2. The text of each amendment adopted is as follows (attach additional pages if necessary):

The name of the limited liability company shall be changed to Amelia Harbor View, LLC.

3. (Check either a or b, whichever is applicable)
 - a. The amendment(s) was (were) duly adopted by the unanimous vote of the organizers of the limited liability company prior to the identification of initial members of the limited liability company.
 - b. The amendment(s) was (were) duly adopted by the unanimous vote of the members of the limited liability company or was (were) adopted as otherwise provided in the limited liability company's Articles of Organization or a written operating agreement.
4. These articles will be effective upon filing, unless a date and/or time is specified:

This the 20th day of November, 2002.

MT Amelia Island, LLC

By: Ronald E. McCauley
Ronald E. McCauley, Manager

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.

Attention: New Look for Corporate Certificates!

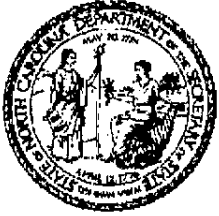
Effective October 4, 2000, all certificates issued by the Corporations Division of the N.C. Department of the Secretary of State will have a new look. This change is necessary to enable the Division to move toward implementation of its online order and document processing procedures, which are expected to be available to our customers soon.

The new certificates will replace all certificates previously issued by the Division, including those used for certified copies and certificates of existence and non-existence. However, all certificates issued by the Division prior to October 4, 2000 using the "old" form of certificate are still valid.

The certificates traditionally used by the Division bore a gold seal, along with the Secretary of State's signature. The new certificates will be substantially the same and will include the Secretary's signature; however, the format has been slightly changed. The gold seal has been replaced with a black-and-white seal in order to accommodate customers without color printers once the online order processing system is implemented. Each certificate will also bear a unique certification number that may be used to verify the authenticity of the certificate and the document to which it is attached.

Charlene P. Dawkins

Director, Corporations Division



State of North Carolina

Department of The Secretary of State

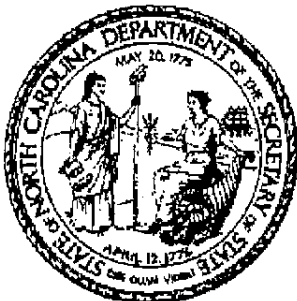
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

AMELIA HARBOR VIEW, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 21st day of November, 1997, with its period of duration ending DEC 2041.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of December, 2002.

Elaine F. Marshall

Secretary of State