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SECTION 1
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May 19, 2004

Secretary of State
Department of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

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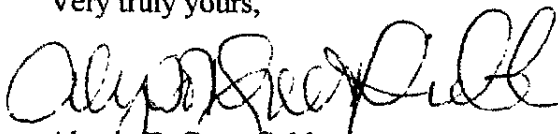
Re: Brighton Manor Apartments, LLC
and Camelot Apartments, LLC

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Organization of both Brighton Manor Apartments, LLC and Camelot Apartments, LLC, together with my check payable to your order in the sum of seventy (\$70.00) dollars to cover the cost of filing the Articles of Amendments.

Thank you for your continued cooperation.

Very truly yours,


Alyson E. Greenfield

encl.: (as stated above)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CAMELOT APARTMENTS
A Florida Limited Liability Company**

FIRST: The date of filing of the articles of organization was March 23, 2004 (document number L04000024744).

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:


Article 4: Management: The management of the Company is reserved to the members. The following will initially be the managing member:

Miami Management Associates, LLC
9150 SW 87th Avenue, Suite 205
Miami, Florida 33176

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TALLAHASSEE, FLORIDA

The undersigned executed these Articles of Amendment to the Articles of Organization on May 11, 2004

MIAMI MANAGEMENT ASSOCIATES, LLC

By: 
Stewart A. Greenstein, Managing Member