

Foundation
CAPITAL
Commercial Real Estate
Investment Banking

L00000009545

September 14, 2000

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: FOUNDATION III, LLC

800003397068--4
-09/18/00--01133--004
*****25.00 *****25.00

Dear Registration Section:


Enclosed herein you will find one original and one copy of the Amended Articles of Organization of Foundation III, LLC. Please file these Articles and return the copy to me at the address listed below together.

I am including a check in the amount of \$25 to cover the filing fees.

Your assistance is much appreciated. Should you have any questions, please do not hesitate to contact me.

FILED
09 SEP 18 2000
5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Brian K. Waxman

L00-9545
qr

Enclosures
BKW/CC/Dos.Lel

**AMENDED ARTICLES OF ORGANIZATION FOR
FOUNDATION III, LLC**

The undersigned individual of a limited liability company formed under the Florida Limited Liability Company Act hereby adopts the following Articles of Organization:

Article I - Name

The name of the limited liability company is Foundation III, LLC.

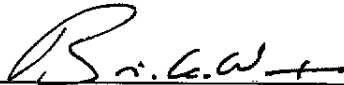
Article II - Address

The mailing address of the limited liability company is 3555 Northlake Boulevard, Palm Beach Gardens, Florida 33403 and the principal address shall be the same.

Article III - Registered Agent and Registered Office

The name of the registered agent is Brian K. Waxman and the address of the registered office is 3555 Northlake Boulevard, Palm Beach Gardens, Florida 33403.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 609, Florida Statutes.

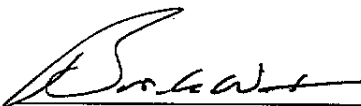


Brian K. Waxman, Registered Agent

Article IV - Management

The business of the limited liability company shall be conducted under the exclusive management of the managing member who shall have the sole authority to act for the limited liability company in all matters. The name of the managing member is Brian K. Waxman and his address is 3555 Northlake Boulevard, Palm Beach Gardens, Florida 33403

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.



Brian K. Waxman, Managing Member

FILED
00 SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA