

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LD100 0006058

Spring Estates South, LLC

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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DIVISION OF CORPORATION

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W.P. Verifier _____

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Amount: \$ _____

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10-25-01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SPRING ESTATES SOUTH, LLC
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was April 18, 2001.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

"FOURTH: The nature of the business and of the purposes to be conducted and promoted by the limited liability company is to engage solely in the following activities:

A. To finance, operate and maintain certain real property, together with all improvements located thereon, in the County of West Palm Beach, State of State Of Florida, commonly known as 963 Military Trail, West Palm Beach, Florida (the "Property").

B. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

C. To exercise all powers enumerated in the Limited Liability Company Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

FIFTH: The limited liability company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the limited liability company shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the property, the limited liability company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the limited liability company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the limited liability company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles of organization may be made without first

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obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

SIXTH: Any indemnification of the limited liability company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

SEVENTH: For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the limited liability company shall conduct its affairs in accordance with the following provisions:

A. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.

B. It shall maintain records and books of account separate from those of any member or affiliate.

C. It shall observe all limited liability company formalities.

D. It shall not commingle assets with those of any member or affiliate.

E. It shall conduct its own business in its own name.

F. It shall maintain financial statements separate from any member or affiliate.

G. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.

H. It shall maintain an arm's length relationship with any member or affiliate.

I. It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.

J. It shall use stationery, invoices and checks separate from any member or affiliate.

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K. It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.

L. It shall hold itself out as an entity separate from any member or affiliate.

M. It shall have a corporate managing member which shall be organized to be a single purpose, "bankruptcy remote" entity with organizational documents substantially similar to the organizational documents of the current corporate managing member of the limited liability company.

For purpose of this Article SEVENTH, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the limited liability company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the limited liability company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this limited liability company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

EIGHTH: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property the limited liability company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holder may continue to exercise all of its rights under the existing security agreement or mortgage until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

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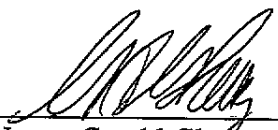
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NINTH: When acting on matters subject to the vote of the members, notwithstanding that the limited liability company is not then insolvent, the members and the outside member shall take into account the interest of the limited liability company's creditors, as well as those of the members."

Dated: June 19, 2001

Estates South Inc., sole member

By: 
Name: Gerald Glassey
Title: President

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