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LIMITED LIABILITY AMENDMENT

EMERALD DEVELOPMENT L.C.

Certificate of Status	1
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From: DEPARTMENT OF STATE

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 19, 2004

EMERALD DEVELOPMENT L.C. 307 SOUTH 21ST AVENUE HOLLYWOOD, FL 33020US

SUBJECT: EMERALD DEVELOPMENT L.C.

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF EMERALD DEVELOPMENT L.C., A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 621, Florida Statutes, the Articles of Organization of EMERALD DEVELOPMENT L.C., a Florida limited liability company (the "Company") which were filed with the Secretary of State for the State of Florida on June 10, 2002 are hereby amended to include the following provisions:

1. The name and mailing address of the Managing Member of the Company is hereby amended to be:

LOUIS BIRDMAN 307 South 21st Avenue Hollywood, Florida 33020

- The Company has been formed to be a single purpose, bankruptcy remote entity. The Company shall not:
- a. Engage in any business or activity other than the ownership, operation and maintenance of the parcels of real property (the "Property") described within Exhibit "A" attached hereto, and activities incidental thereto;
- b. Acquire or own any material assets other than the Property and such moidental personal property as may be necessary for the operation of the properties;
- or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the prior written consent first having been obtained from WACHOVIA BANK, NATIONAL ASSOCIATION (the "Mortgagee");
- d. Own any subsidiary or make any investment in any entity without the proof written consent first having been obtained from the Mortgagee;
- e. Commingle its assets with the assets of any of its members, managers, shareholders, affiliates, principals or any other person; and
- f. Fail to maintain its records, books of account and bank accounts separate and apart from those of the members, managers, shareholders, principals and affiliates of a member, manager, shareholder or transferee or of any other person or entity.
- The foregoing Amendments were adopted by the unanimous approval of the Members of the Company on March 10, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 234 day of March, 2004.

EMERALD DEVELOPMENT L.C., a Florida limited liability company

HARVEY BIRDMAN, Managing Member

STATE OF FLORIDA

) SS:

COUNTY OF MIAMI-DADE

The execution of the foregoing Articles of Amendment to Articles of Organization was acknowledged before me this 23th day of March, 2004 by HARVEY BIRDMAN, as the Managing Member of EMERALD DEVELOPMENT L.C., a Florida limited liability company who is personally known to me.

My Commission Expires:

Notary Public, State of Florida

Print Name:_

MY COMMISSION # CC 982878
EXPIRES: August 22, 2004
Sonded thru Nobey Public Underwinder

LEOPOLD, KORN & LEOPOLD, P.A. 20801 Biscayne Boulevard, Suite 501, Avenura, FL 33180 Telephone: 305

EXHIBIT "A"

LEGAL DESCRIPTION

Lot 6 in Block 2 and also the part of Lot 7 in Block 2, described as follows: Beginning at a point 50 feet East of the Northwest corner of Lot 7; thence Easterly along Kathryn Avenue, a distance of 25 feet; then Southwesterly to the Southeast corner of said Lot 7; then Westerly along an alley to a point 24 feet 6 inches from the Southwest corner of said Lot 7; then to the Place of Beginning; all of the above being located in POINT VIEW, a subdivision of part of Lot 27 and Lots 28 to 36, of Block 105, SOUTH CITY OF MIAMI, FLORIDA.

ALSO

That portion of Lot 7, in Block 2 of AMENDED PLAT OF POINT VIEW, according to the Plat thereof, recorded in Plat Book 2, at Page 93 of the Public Records of Miami-Dade County, Florida, which is bounded and described as follows: Commencing at the Northwest corner of said Lot 7, thence run Easterly on the Northerly boundary line of said Lot 7, a distance of 50 feet; thence run Southwesterly to an intersection with the Southerly boundary line of said Lot 7 at a point which is 24 ½ feet Easterly from the Southwest corner of said Lot 7; thence run Westerly on the Southerly boundary line of said Lot to the Southwesterly corner thereof; thence run Northeasterly on the Westerly boundary line of said Lot 7 to the Place of Beginning.

ALSO

All of Lot 8, in Block 2 of AMENDED PLAT OF POINT VIEW, according to the Plat thereof, as recorded in Plat Book 2, at Page 93 of the Public Records of Dade County, Florida.

The above-described property is also known as Lots 6, 7 and 8 in Block 2 of AMENDED PLAT OF POINT VIEW, according to the Plat thereof, as recorded in Plat Book 2, at Page 93 of the Public Records of Dade County, Florida.

ALSO

A strip of land having a frontage of 25 feet by a depth of 15 feet, more or less, at the foot of Kathryn Avenue, described as follows: Beginning at a point in the center of Kathryn Avenue fronting on the Bay; thence Northwardly a distance of 25 feet following the bay line; thence Westwardly a distance of 15 feet, more or less; thence Southwardly a distance of 25 feet, more or less; thence 15 feet more or less to the Point of Beginning. The above description being the North 25 feet of Out-Lot 5 in POINT VIEW, a subdivision of part of Lot 27 and Lots 28 to 36 of Block 105 South, CITY OF MIAMI, FLORIDA; all recorded in the Amended Plat of POINT VIEW, according to the Plat thercof, as recorded in Plat Book 2, at Page 93 of the Public Records of Dade County, Florida.