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LIMITED LIABILITY AMENDMENT

ATLANTIC PAVILION II, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ATLANTIC PAVILION II, LLC
(DOCUMENT NO. L03000044520)**

Pursuant to the provisions of Section 608.411, Florida Statutes, ATLANTIC PAVILION II LLC, a Florida limited liability company (the "Company") which was filed with the Florida Department of State, Division of Corporations on November 14, 2003, adopts the following Articles of Amendment to its Articles of Organization:

FIRST: Article III is hereby deleted and replaced with the following:

"ARTICLE III

The nature of the business and of the purposes to be conducted and promoted by the Company is to engage solely in the activity of:

1. Acting as a partner of Mayfair Manor, LLLP, a Florida limited liability limited partnership (the "Partnership"), whose purpose is to own, develop, operate, manage, lease, sell or otherwise dispose of certain parcels of real property, together with all improvements located thereon, in Deerfield Beach, Broward County, Florida (the "Property"), and in connection therewith, to obtain a loan from City National Bank of Florida (the "Lender") in the approximate original principal amount of \$9,490,000.00 (the "Indebtedness"), secured by a mortgage in favor of Lender encumbering the Property.

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

SECOND: New Article VI has been added to the Company's Articles of Organization to read as follows:

"ARTICLE VI

Notwithstanding anything to the contrary in these Articles of Organization, for so long as the Indebtedness is outstanding, the following provisions shall apply to the Company:

Article 6.1 **Organizational Restrictions.** For so long as the Indebtedness is outstanding, the Company shall, and the Company (to the extent

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possible in its applicable capacity as a partner of the Partnership) shall require the Partnership to:

- (a) except with the prior written consent of the Lender (i) in the case of the Company, not amend either Article III or Article VI of its Articles of Organization, or (ii) in the case of the Partnership, not amend the single purpose entity and separateness provisions contained in its Certificate of Limited Partnership;
- (b) not engage in any business activity other than as set forth in Article III hereof; or
- (c) not dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Company's or the Partnership's assets.

Article 6.2 **Separateness.** The Company shall; and the Company shall require the Partnership to:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe organizational formalities in all material respects;
- (h) pay the salaries of its own employees;
- (i) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (j) not acquire obligations or securities of affiliates or shareholders;
- (k) not make loans to any other person or entity;

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- (l) allocate fairly and reasonably any overhead for shared office space;
- (m) use separate invoices and checks;
- (n) not pledge its assets for the benefit of any other entity;
- (o) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and

Article 6.3 Conflict. In the event of a conflict between any of the provisions contained in this Article VI and any other provisions of these Articles of Organization or the Company's Operating Agreement, the terms of this Article VI shall govern."

IN WITNESS WHEREOF, the undersigned Manager of the Company has caused these Articles of Amendment to be signed this 27th day of July, 2004.

Perceptive Visions, LLC, a Delaware limited liability company, its manager

By: 
Michael Cormier, Manager

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