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LIMITED LIABILITY AMENDMENT

CYPRESS POINTE PLAZA, LLC

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FAX AUDIT NUMBER: H 050000825533

**ROYAL PALM CYPRESS POINTE, LLC  
AMENDED & RESTATED  
ARTICLES OF ORGANIZATION**

The undersigned Organizer hereby submits these Amended & Restated Articles of Organization (these "Articles") of Royal Palm Cypress Pointe, LLC (the "Company") to the Florida Department of State, Division of Corporations, pursuant to Sections 608.405, 608.407, 608.408 and 608.4081, FLA. STAT. (2005), for the purpose of amending and restating the original Articles of Organization of Cypress Pointe Plaza, LLC, as previously submitted to the Division of Corporations on March 1, 2004.

**Article I  
NEW NAME**

The new name of the Company shall be "Royal Palm Cypress Pointe, LLC." The Company was previously called "Cypress Pointe Plaza, LLC."

**Article II  
PRINCIPAL OFFICE**

The mailing address and street address of the Company's principal office and place of business shall be located at 1499 West Palmetto Park Road, Suite 200, Boca Raton, Palm Beach County, Florida 33486-3321. The Company may change its principal office from time to time by filing the mailing address and street address of the new principal office with the Florida Department of State, Division of Corporations.

**Article III  
REGISTERED OFFICE & REGISTERED AGENT**

The mailing address and street address of the Company's registered office shall be located at 1499 West Palmetto Park Road, Suite 200, Boca Raton, Palm Beach County, Florida 33486-3321, and the name of the Company's registered agent at such address shall be Daniel Kodsi. Pursuant to Section 608.416, FLA. STAT. (2005), the Company may change its registered office and registered agent from time to time by filing the mailing address and street address of the new registered office and the name of the new registered agent with the Florida Department of State, Division of Corporations.

*Royal Palm Cypress Pointe, LLC  
Amended & Restated Articles of Organization*

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**Article IV  
REORGANIZATION OF COMPANY**

The Company shall be reorganized pursuant to a new written operating agreement that shall enumerate the business purposes of the Company, the rights and obligations of the Members, the powers and duties of the Managers, and the fundamental procedures for the conduct of the business and affairs of the Company (the "Operating Agreement"). The Operating Agreement shall be executed by all of the Members of the Company prior to the commencement of the Company's business activities, and the Members may thereafter amend the Operating Agreement from time to time in accordance with the procedures provided therein.

**Article V  
AUTHORITY OF MANAGERS**

Pursuant to Sections 608.422(1), (3) and (4), and Section 608.4235(2), FLA. STAT. (2005), the management of the Company shall be vested in one or more Managers, who shall be selected by the Members in accordance with the Operating Agreement. The Managers shall have the specific powers and authority to take such actions as may be described in the Operating Agreement or as may be authorized in writing from time to time by the Members. Upon receipt of a written request by an interested third party, the Company may issue a certificate stating the names of the current Managers as evidence of their authority to conduct the business and affairs of the Company and to enter into particular transactions on behalf of the Company. The authority of all former Managers or Managing Members to bind the Company, previously granted or otherwise arising before the effective date of these Articles, is hereby unconditionally revoked without further notice.

**Article VI  
AUTHORITY OF MEMBERS**

Pursuant to Sections 608.4235(2) and (3), FLA. STAT. (2005), no Member of the Company shall have any authority to bind the Company in any way, for any purpose, including without limitation, the conveyance of real estate on the Company's behalf, merely by virtue of being a Member. The Managers may, from time to time, authorize in writing an identified Member to take certain actions on behalf of the Company. Pursuant to Section 608.407(5), FLA. STAT. (2005), without the previously described written authorization, no third party may rely upon the authority of any Member to conduct the business and affairs of the Company or to enter into any transaction on behalf of the Company. The authority of all Members and former Members to bind the Company, previously granted or otherwise arising before the effective date of these Articles, is hereby unconditionally revoked without further notice.

*Royal Palm Cypress Pointe, LLC  
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**Article VII  
LIMITED PURPOSES OF COMPANY**

The Operating Agreement of the Company limits the purposes of the Company to acquiring, improving, and selling certain lands located in Lee County, Florida, as a mixed-use residential, office and retail development project, as more particularly described therein. The Operating Agreement also contains certain provisions that, among other matters, limit the authority of the Company, the Managers and the Members to (a) dissolve or liquidate the Company, (b) merge or consolidate the Company with another entity; (c) initiate or consent to a bankruptcy or other insolvency proceeding regarding the Company, or (d) amend or otherwise modify these Articles or the Operating Agreement.

**Article VIII  
CONTINUED TERM OF EXISTENCE**

Pursuant to Section 608.409, FLA. STAT. (2004), the existence of the Company commenced at the time of the filing of the original Articles with the Florida Department of State, Division of Corporations on March 1, 2004, and shall continue hereafter until such time as the Company may be dissolved pursuant to the Operating Agreement and Section 608.441, FLA. STAT. (2005).

IN WITNESS WHEREOF, the undersigned Organizer, acting as the authorized representative of all of the Members pursuant to Sections 608.407(3) and 608.408(1)(a), FLA. STAT. (2005), has executed these Articles and has filed them with the Florida Department of State, Division of Corporations, to be effective this 5th day of April, 2005.

ORGANIZER:



Gladstone P. Tanner, Esq.  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321  
(561) 347-6844, ext. 10

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**REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

Having been named as the Company's registered agent pursuant to Article III of the Articles of Organization to accept service of process on behalf of the Company at the registered address identified therein and confirmed below, I hereby execute this certificate as evidence of my acceptance of the Company's appointment of me as its registered agent pursuant to Sections 608.407(1)(c) and 608.415, FLA. STAT. (2005). I agree to comply with the requirements of all provisions of the Florida Statutes relating to the proper and complete performance of my duties as registered agent, and I acknowledge that I am familiar with and hereby accept the obligations of my position as registered agent as provided in Chapter 608, FLA. STAT. (2005).

**REGISTERED AGENT:**

  
\_\_\_\_\_  
Daniel Kodaj  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321  
(561) 347-6844

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