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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

8397 HOLDINGS, LLC

Certificate of Status	1
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**ARTICLES OF CORRECTION
FOR
8397 Holdings, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization:

1. **NAME:** The name of the Limited Liability Company is: 8397 Holdings, LLC (the "Company").
2. The Articles of Organization contain an incorrect statement. The incorrect statement was: "The name and address of the Managing Member is WILLIAM P. CAREY, c/o W.P. Carey & Co., Inc., 50 Rockefeller Plaza, New York, New York 10020." The statement is incorrect because the Company is to be Manager Managed. The correct statement, which should replace Article 4, is as follows:

MANAGERS. The names and address of the Managers are:

WILLIAM P. CAREY
c/o W.P. Carey & Co, Inc.
50 Rockefeller Plaza
New York, New York 10020

RICARDO VASQUEZ
c/o W.P. Carey & Co, Inc.
50 Rockefeller Plaza
New York, New York 10020

The undersigned has executed these Articles of Correction on the 22nd day of May, 2007.

By: William P. Carey
William P. Carey, Member

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**ARTICLES OF ORGANIZATION
OF
8397 Holdings, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

- 1. **NAME.** The name of the Limited Liability Company is 8397 Holdings, LLC (the "Company").
- 2. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The mailing and street address of the principal office of the Company is: c/o W.P. Carey & Co., Inc., 50 Rockefeller Plaza, New York, New York 10020.
- 3. **REGISTERED AGENT.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is NRAI Services, Inc., whose address is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.
- 4. **MANAGING MEMBER.** The name and address of the Managing Member is WILLIAM P. CAREY, c/o W.P. Carey & Co., Inc., 50 Rockefeller Plaza, New York, New York 10020.

The undersigned has executed these Articles of Organization on the 7th day of May, 2007.

8397 Holdings, LLC

By: 
W.P. Carey, MANAGING MEMBER

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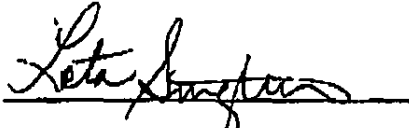
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 8397 Holdings, LLC
2. The name and address of the registered agent and office is:

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

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 its 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.



Registered Agent

MAY 8 2007
(Date)

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