

L98000002142

Holland & Knight LLP
Requester's Name

315 S. Calhoun St., suite 600
Address

Tallahassee, Fl. 32301 425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 11-10 Brickell LLC L98-2142
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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AND
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Walk in Pick up time _____

Certified Copy *of Amendment*

Mail out Will wait Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

01160/02831/00671

Examiner's Initials

Handwritten initials/signature



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 2000

HOLLAND & KNIGHT

SUBJECT: 1110 BRICKELL INVESTORS LLC
Ref. Number: L98000002142

We have received your document for 1110 BRICKELL INVESTORS LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the usual business addresses of its managing members or managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 700A00052637

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**SECOND CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
1110 BRICKELL INVESTORS LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, 1110 BRICKELL INVESTORS LLC, a Florida limited liability company (hereinafter, the "Company") adopts the following Certificate of Amendment to its Articles of Organization:

FIRST: The name of the Company is: 1110 BRICKELL INVESTORS LLC.

SECOND: The date of filing of the Articles of Organization was October 6, 1998 as amended by that certain Certificate of Amendment filed with the Florida Department of State on October 23, 1998.

THIRD: Article III of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

ARTICLE III. POWERS AND DUTIES.

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members, the Managing Member shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of that certain Note executed by the Company in favor of General Electric Capital Corporation in the original principal amount of \$9,000,000.00 (the "Note") and other indebtedness expressly permitted therein or in the documents executed in connection with or as security for such Note (collectively, the "Loan"), and to grant a mortgage, lien or liens on the Company's property to secure the Loan (the "Mortgage");
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

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- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;
- (v) amend, modify or alter Articles III, IV, VI, VIII or IX of these Articles; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member shall have no authority (1) to take any action in items (i) through (iii) and (v) and (vi) without the prior written consent of the holder of the Mortgage.

FOURTH: Article IV of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

ARTICLE IV. PURPOSE.

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as located at 1110 Brickell Avenue (a/k/a 1100 Brickell Avenue), Miami, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

FIFTH: Article VI of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

ARTICLE VI. TITLE TO COMPANY PROPERTY.

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's membership interest shall be personal property for all purposes.

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SIXTH: Article VII of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

ARTICLE VII. MANAGEMENT

The Company is to be managed by a Managing Member. The Managing Member shall be ACP 1110 Brickell LLC whose address is: 701 Brickell Avenue; Suite 3000; Miami, Florida 33131.

SEVENTH: Article VIII of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

ARTICLE VIII. SEPARATENESS/OPERATIONS MATTERS.

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person, and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

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EIGHTH: Article IX of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

**ARTICLE IX. EFFECT OF BANKRUPTCY, DEATH OR
INCOMPETENCY OF A MEMBER.**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

NINTH: Article X of the Company's Articles of Organization is hereby deleted in its entirety.

Signature Page Attached

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Signed and dated this 4 day of ^{October} ~~September~~, 2000.

ACP 1110 Brickell LLC,
Member

By: ACP 1110 Brickell Corp.,
Manager

By: 
Name: Rodolfo Prio Touzet
Title: Secretary

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