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DOUGLAS RAWLS GIRVIN, P. A.

A PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
OCEANSIDE PROFESSIONAL CENTRE
1080 EAST INDIANTOWN ROAD, SUITE 105
JUPITER, FLORIDA 33477

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October 4, 2005

Secretary of State
Division of Corporations
~~409 East Gaines Street~~ *2661 Executive Center Circle N.*
Tallahassee, Florida ~~32399 32301~~

Via Hand-Delivery

Re: Loxahatchee Investors, Inc.
Maplewood Investors, L.L.C.
Articles of Amendment

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Dear Sir/Madam:

I have enclosed and submit for filing an original and one copy of the following documents:

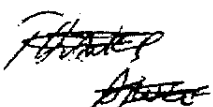
- Articles of Amendment to the Articles of Incorporation of Loxahatchee Investors, Inc.
- Amended and Restated Articles of Organization of Maplewood Investors, L.L.C.

I have also enclosed a check in the amount of ~~One Hundred Thirty~~ (\$85.50) payable to the "Florida Department of State" as filing fees. Please return a certified copy of the enclosed to our office in the enclosed Federal Express envelope. *to Process Same*

If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed. Thank you for your assistance with this matter.

Sincerely,

Christy M. Verzi
Legal Assistant
Enclosures

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~~KAREN~~
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~~785 10 688~~


**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MAPLEWOOD INVESTORS, L.L.C.,
A Florida Limited Liability Company**

Pursuant to the provisions of §608.411, Florida Statutes, **MAPLEWOOD INVESTORS, L.L.C.**, a Florida limited liability company (the "Company") filed with the Secretary of State of Florida on March 18, 1999, hereby amends and restates the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Company is Maplewood Investors, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 501 Maplewood Drive, Suite 37, Jupiter, Florida 33458.

**ARTICLE III
DURATION**

The term of the Company commenced upon filing with the Secretary of State and shall be perpetual unless its existence is earlier terminated as provided in these Regulations or the Act.

**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 "Loxahatchee Business Park North" located at 631 and 661 Maplewood Drive, Jupiter, Florida and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by the members and is, therefore, not a manager-managed company.

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

The Company has six (6) members. No additional members can be admitted without the consent of all of the members at the time that admission is sought.

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ARTICLE VII
POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and as 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:

A. 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 in the original principal amount of \$6,400,000.00 (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");

B. Dissolve or liquidate the Company;

C. Sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

D. 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;

E. Amend, modify or alter subparagraphs (A) - (D) and (F) of this Article VII.

F. 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 to take any action in subparagraphs (A) - (C) and (E) and (F) of this Article VIII without the prior written consent of the holder of the Mortgage.

ARTICLE VIII
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.

ARTICLE IX
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.

ARTICLE X
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.

IN WITNESS WHEREOF, the undersigned Member, Richard C. Rathke, has executed these Amended and Restated Articles of Organization on the 27th day of August, 2005.

MAPLEWOOD INVESTORS, L.L.C., a
Florida limited liability company

By: 
Richard C. Rathke, Member

(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard C. Rathke
Name of signatory