

CORP DIRECT AGENTS, INC. (Formerly G.S.)
103 N. MERIDIAN STREET, FLORENCE, FLORIDA
TALLAHASSEE, FL 32301
222-1173

L01000000440

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Pam

DATE: 9-16-02

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09/16/02--01072--009
*****55.00 *****55.00

REF. #: 0151.

CORP. NAME: River Oaks Apartments, LLC

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 16 PM 12:25

FILED

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 55.00

BK

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 16 AM 11:29

RECEIVED

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
RIVER OAKS APARTMENTS, LLC

The following are amended and restated Articles of Organization which, pursuant to Section 608.411 of the Florida Statutes, modify, amend and restate the Articles of Organization of River Oaks Apartments, LLC, filed January 9, 2001, under document number L0100000440

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02 SEP 16 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company is River Oaks Apartments, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:


<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VII
MANAGEMENT

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles
of Organization for the foregoing uses and purposes this ____ day of September, 2002.

Miami River Oaks, LLC, as the sole Member
of River Oaks Apartments, LLC

By: 
Michael D. Wohl, Member

FILED
SEP 16 PM 12:25
TALLAHASSEE FLORIDA
SECRETARY OF STATE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

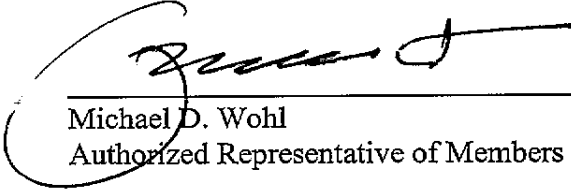
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is River Oaks Apartments, LLC.
2. The name and street address of the registered agent and office are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

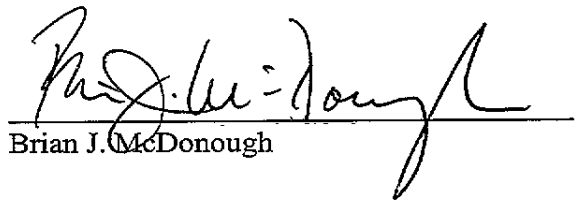
Dated: September __, 2002


Michael D. Wohl
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: September __, 2002


Brian J. McDonough