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LIMITED LIABILITY AMENDMENT

WATERFRONT CLEMATIS PROPERTY, LLC

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FILED**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

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OFSECRETARY OF STATE
TALLAHASSEE, FLORIDA**WATERFRONT CLEMATIS PROPERTY, LLC**

Waterfront Clematis Property, LLC (the "Company") was formed as a limited liability company under the Florida Limited Liability Company Act (the "LLC Act"), pursuant to the filing of Articles of Organization of the Company with the Florida Department of State (the "Department of State") on June 30, 2004. These Amended and Restated Articles of Organization shall be effective upon filing with the Department of State.

The undersigned, in order to amend and restate the Articles of Organization of the Company in their entirety, pursuant to Section 608.411 of the LLC Act, does hereby acknowledge and certify to the Department of State as follows:

FIRST: The name of the Company is:

Waterfront Clematis Property, LLC

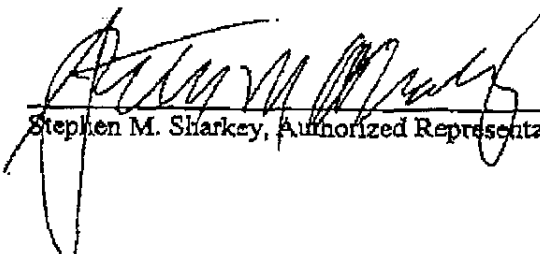
SECOND: The mailing address and street address of the principal office of the Company is 1500 San Remo Ave., Ste 201, Miami, Florida 33146.

THIRD: The address of the registered office of the Company is 2699 S. Bayshore Drive, Miami, Florida 33133 and the name of the registered agent of the Company at such address is Jesse T. Singer.

FOURTH: The Company shall have perpetual existence.

FIFTH: The Company is to be a member-managed company.

The undersigned, as the authorized representative of the members of the Company, has executed these Amended and Restated Articles of Organization of Waterfront Clematis Property, LLC on the 28th day of September, 2004.


Stephen M. Sharkey, Authorized Representative