



L00000000457

ACCOUNT NO. : 072100000032

REFERENCE : 393628 7135588

AUTHORIZATION :

COST LIMIT :

\$ 43.75

Patricia Pruitt
Norma

ORDER DATE : February 6, 2002

ORDER TIME : 2:29 PM

ORDER NO. : 393628-005

CUSTOMER NO: 7135588

100004884491--3

CUSTOMER: Ellen Rose, Esq
Therrel Baisden, P.a.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: GULFSTAR CAPITAL GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT/RESTATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull EXT# 1115
EXAMINER'S INITIALS:

02 FEB - 6 PM 4:38

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AND
FILED
02 FEB - 6 AM 8:44
TALLAHASSEE, FLORIDA

20-12

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
GULFSTAR CAPITAL GROUP, L.L.C.

I. GENERAL INFORMATION

The name of the Limited Liability Company is GULFSTAR CAPITAL GROUP, L.L.C.

The Articles of Organization for the Limited Liability Company were filed on January 12, 2000 and bear document number L00000000457.

II. RESTATEMENT OF ARTICLES

The Articles of Organization for the Limited Liability Company are hereby restated in their entirety as follows:

ARTICLE I

Name

The name of the Limited Liability Company is 330 FOWLER TWO, L.L.C..

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is c/o Ellen Rose, Therral Baisden, P.A., One Southeast Third Avenue Suite 2400, Miami Florida 33131.

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which companies may

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MIAMI, FLORIDA

be incorporated under the Florida Limited Liability Company Act.

ARTICLE V
Registered Agent

The street address of the registered office of the Limited Liability Company shall be Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 and the name of the registered agent of the Limited Liability Company at that address is Ellen Rose.

ARTICLE VI
Management

The Limited Liability Company is to be managed by a manager and the name and the address of the manager is:


DAVID EDELSTEIN

Sutton East
590 Madison Avenue
21st Floor
New York, NY 10022

ARTICLE VII
Effective Date

Pursuant to Florida Statute Section 608.411, these Amended and Restated Articles of Organization shall be effective when filed with the Secretary of State of the State of Florida.

The undersigned authorized representative of a member of 330 FOWLER TWO, L.L.C., hereby executes these Amended and Restated Articles of Organization on this 6 day of February, 2002.



ELLEN ROSE, authorized
representative by Power of
Attorney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

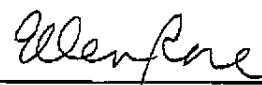
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **330 FOWLER TWO, L.L.C.**

2. The name and the Florida street address of the registered agent and office are:

Ellen Rose
Therrel Baisden, P.A.
SunTrust International Center
One S.E. 3rd Avenue, Suite 2400
Miami, Florida 33131

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 this 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 as provided for in Chapter 608, F.S.



ELLEN ROSE

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TAMM HALL
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