

L0000000/020

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LIMITED LIABILITY AMENDMENT**128TH STREET ASSOCIATES, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
128TH STREET ASSOCIATES, LLC

The undersigned, LEISURE COLONY MANAGEMENT CORP., a Florida corporation (the "Member"), being the member of 128TH STREET ASSOCIATES, LLC, a limited liability company organized and existing under the law of the State of Florida (the "Company"), does hereby certify pursuant to the provisions of Sections 608.411 of the Florida Limited Liability Company Act (the "Act"):

ONE: The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida January 27, 2000, effective January 26, 2000, under Document No. L00000001020.

TWO: The Member has authorized the following amendments to Articles 2, 3 and 4, respectively, of the Articles of Organization of the Company:

- "2. The mailing address and the street address of the principal office of the limited liability company are 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.
3. The name and street address of the registered agent of the limited liability company are Shelly Rubin, 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.
4. This limited liability company shall be managed by its members."

THREE: The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

1. The name of the limited liability company is 128TH STREET ASSOCIATES, LLC.
2. The mailing address and the street address of the principal office of the limited liability company are 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.
3. The name and street address of the registered agent of the limited liability company are Shelly Rubin, 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.
4. The limited liability company shall be managed by its members.
5. The limited liability company shall commence as of 12:01 P.M. on January 26, 2000.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Organization of the Company have been duly executed in accordance with the provisions of Section 608.411 of the Act by the Member the 21st day of June, 2000.

LEISURE COLONY MANAGE-
MENT CORP., a Florida corporation,
member

By: 

Shelly Rubin, Vice President

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, Florida Statutes.


Shelly Rubin, Registered Agent

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