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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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0150-13935

LIMITED LIABILITY AMENDMENT

MRM 40TH STREET, LLC

Certificate of Status	0
Certified Copy	1
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FILED**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARIA LOFTS, LLC****INTRODUCTORY PARAGRAPH**

The name under which the Limited Liability Company was originally filed is "MRM 40TH Street, LLC". The date of filing of its original articles of organization is March 30, 2000. These Amended and Restated Articles of Organization of Aria Lofts, LLC were duly executed and are being filed in accordance with Section 608.411 of the Florida Statutes. The original articles of organization filed on March 30, 2000 are hereby amended and restated in their entirety as provided below.

ARTICLE I - Name

The name of the Limited Liability Company is ARIA LOFTS, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 5046 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE III - Registered Agent and Office

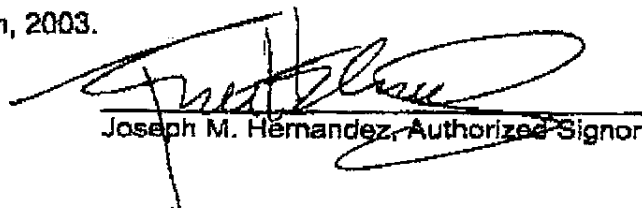
The street address of the Company's initial registered office is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131, and the name of its initial registered agent at such office is Joseph M. Hernandez, Esq.

ARTICLE IV - Management

The Company is to be managed by one its members and is therefore a member-managed company.

In accordance with Section 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.

Dated this 25th day of March, 2003.



Joseph M. Hernandez, Authorized Signor

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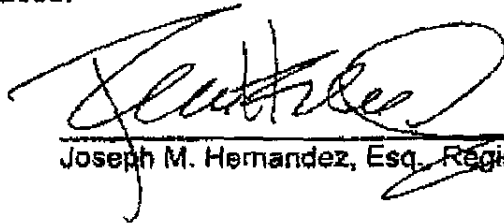
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 Florida Statutes Chapter 608.

Dated this 25 th day of March, 2003.



Joseph M. Hernandez, Esq., Registered Agent