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Division of Corporations
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LIMITED LIABILITY AMENDMENT

EIRE DENVER FLORIDA L.L.C.

L-5678

Certificate of Status	0
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Telephone (561) 999-9300
Fax (561) 999-9400

FAX COVER SHEET

TO: Lee Rivers/Florida Department of State
FROM: Marjorie Franco, Secretary to Lloyd Granet
DATE: September 1, 2000
REFERENCE: Eire Denver Florida L.L.C. Electronic filing Amendment
Fax Audit # H00000046327 3
FAX NUMBER: 850-922-4003
NO. OF PAGES (INCLUDING COVER) 8

Dear Mr. Rivers:

Pursuant to our telephone conversation, attached you will find the NEW cover page to file the LLC Amendment. Please delete the OLD FAX AUD # H00000046037 8. Please make sure we are not charge the \$ 35.00 by error.

The electronic filing computer gives the Fax Audit No.'s automatically there is no way to modify such. I would appreciate that our money balance is not affected by obtaining another cover sheet for processing and re-billed.

Thank you for your assistance.

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PHONE: 561-999-9300

FAX: 561-999-9400



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

EIRE DENVER FLORIDA L.L.C.
1801 NE 4TH STREET
SUITE 200
BOYNTON BEACH, FL 33435

SUBJECT: EIRE DENVER FLORIDA L.L.C.
REF: L00000005678

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To proceed, you must abandon this filing and resubmit your filing under the appropriate EFIL type.

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Lee Rivers
Document Specialist

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Letter Number: 000A00046654

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TALLAHASSEE FLORIDA

FAX AUDIT NO. H00000046037-8

463273

**AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF ORGANIZATION
OF
EIRE DENVER FLORIDA L.L.C.**

(present name)

Pursuant to the provisions of section 607.1007, Florida Statutes, the following amended and restated articles of incorporation are hereby adopted.

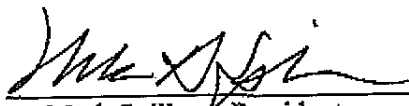
FIRST: The Articles of Organization are deleted in their entirety and replaced with the Amended and Restated Articles of Organization attached hereto as Exhibit "A".

SECOND: The Amendment was adopted by the sole Member

THIRD: The Amended and Restated Articles were adopted as of August 30, 2000

Eire Denver SPE, Inc.

By:


Mark Spillane, President

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exhibit "A"

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EIRE DENVER FLORIDA L.L.C.

WHEREAS, the Articles of Organization of Eire Denver L.L.C. (the "Company") were originally filed May 17, 2000 with the Division of Corporations, State of Florida under File No. L00000005678; and

WHEREAS, the Company desires to amend and restate each and every Articles of Organization.

NOW THEREFORE, the undersigned Manager/Member does hereby amend and restate the Articles of Organization as follows:

1. The name of the limited liability company is Eire Denver Florida L.L.C. (the "Company").
2. The mailing address and street address of the principal office of the Limited Liability Company is: 2840 NW Boca Raton Blvd., Suite 100, Boca Raton, FL 33431
3. The address of its registered office in the State of Florida is 1900 N.W. Corporate Blvd., Suite 100 West, Boca Raton, FL 33431 The name of the registered agent at such address is Lloyd Granet, Esquire.
4. The name of the sole Member of the Company is Eire Denver SPE, Inc., a Florida corporation whose address is 2840 NW Boca Raton Boulevard, Suite 100, Boca Raton, FL 33431, which Member shall act as the Manager of the Company pursuant to the Operating Agreement that is hereafter defined.
5. The purposes and powers of the Company shall be limited to engaging in all lawful acts or activities in connection with (i) acquiring and owning the real estate and all improvements thereon located in the City of Aurora, County of Arapahoe, State of Colorado, as more fully described in Exhibit A hereto, together with any and all personalty appurtenant thereto (the "Property"), (ii) leasing the Property to ADT Security Service, Inc., a Delaware Corporation and (iii) mortgaging, constructing, renovating, managing, maintaining, repairing, selling, operating, financing or otherwise dealing with the Property.
6. The Company shall observe and abide by the terms and conditions of its operating agreement (the "Operating Agreement"). So long as the loan made or intended to be made to the Company by Legg Mason Real Estate Services, Inc. or an affiliate, successor or assign thereof in connection with the financing of the Property (being the "Loan" and the "Lender" as defined in the Operating Agreement) is outstanding, in addition to all other restrictions on the Company's activities contained in the Operating Agreement, the Company may not, without both the approval of its Member[s], and the express prior written consent of the Lender in Lender's sole discretion:

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- a. engage in any business or activity other than as set forth in Section 3 hereof; or
- b. voluntarily dissolve or liquidate in whole or in part, consolidate or merge with any other entity or sell all or substantially all of the Company's assets; or
- c. amend these Articles of Organization or Section 2.3 of the Operating Agreement in any manner or make any other amendment to the Operating Agreement contrary to the provisions of any document evidencing or securing the Loan; or
- d. borrow money or incur indebtedness (except for the Loan) other than normal trade accounts payable and any other indebtedness expressly permitted by the documents evidencing and securing the Loan.

Any and all obligations of the Company to indemnify, reimburse or make any payment of any kind to any Indemnified Person (as defined in the Operating Agreement) whether contained in the Operating Agreement or otherwise arising shall be fully subordinated to the Loan and shall not in any way constitute a claim against the Company in the event that cash flow in excess of amounts necessary at any time or from time to time to pay the Loan is insufficient to pay such obligations.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization of Eire Denver Florida L.L.C. this 30th day of August, 2000.

Eire Denver SPE, Inc., a Florida Corporation

By: 

Mark Spillane, President

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STATE OF FLORIDA

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LEGAL DESCRIPTION
FILE NO. 1192803
PAGE 1 OF 2

"EXHIBIT A"

A PARCEL OF LAND SITUATED IN THE SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 4 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, ARAPAHOE COUNTY, COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF THE SOUTHWEST QUARTER OF SECTION 18; THENCE NORTH 89 DEGREES 57 MINUTES 30 SECONDS WEST ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER OF SECTION 18 A DISTANCE OF 586.40 FEET; THENCE SOUTH 13 DEGREES 22 MINUTES 48 SECONDS WEST A DISTANCE OF 41.11 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF EXPOSITION AVENUE; THENCE SOUTH 89 DEGREES 57 MINUTES 30 SECONDS EAST ALONG THE SOUTH RIGHT-OF-WAY LINE OF EXPOSITION AVENUE A DISTANCE OF 35.97 FEET TO THE NORTHEAST CORNER OF TRACT A, SPECTRUM SUBDIVISION FILING NO. 2 AND THE POINT OF BEGINNING;

THENCE ALONG THE EAST LINE OF TRACT A, SPECTRUM SUBDIVISION FILING NO. 2 THE FOLLOWING TWO (2) COURSES:

1. SOUTH 13 DEGREES 22 MINUTES 48 SECONDS WEST, A DISTANCE OF 350.34 FEET;
2. THENCE SOUTH 01 DEGREES 05 MINUTES 00 SECONDS WEST, A DISTANCE OF 265.99 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF EAST PUBLIC MARKET DRIVE AND THE BOUNDARY OF SPECTRUM SUBDIVISION FILING NO. 1;

THENCE ALONG THE BOUNDARY OF SPECTRUM SUBDIVISION FILING NO. 1 THE FOLLOWING SIX (6) COURSES:

1. ALONG A NON-TANGENT CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 36 DEGREES 20 MINUTES 08 SECONDS, A RADIUS OF 280.00 FEET AND A CHORD BEARING SOUTH 63 DEGREES 32 MINUTES 56 SECONDS EAST AN ARC DISTANCE OF 177.57 FEET;
2. THENCE SOUTH 45 DEGREES 22 MINUTES 52 SECONDS EAST, A DISTANCE OF 220.00 FEET;
3. THENCE ALONG A CURVE TO THE LEFT, TANGENT TO THE LAST DESCRIBED COURSE, HAVING A CENTRAL ANGLE OF 41 DEGREES 28 MINUTES 19 SECONDS AND A RADIUS OF 220.00 FEET, AN ARC DISTANCE OF 159.24 FEET;

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4. THENCE ALONG A CURVE TO THE LEFT, TANGENT TO THE LAST DESCRIBED CURVE, HAVING A CENTRAL ANGLE OF 93 DEGREES 31 MINUTES 41 SECONDS AND A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 40.81 FEET;
5. THENCE NORTH 00 DEGREES 22 MINUTES 52 SECONDS WEST, PARALLEL WITH AND 57.00 FEET WESTERLY FROM THE EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 18, A DISTANCE OF 964.49 FEET;
6. THENCE ALONG A CURVE TO THE LEFT, TANGENT TO THE LAST DESCRIBED COURSE, HAVING A CENTRAL ANGLE OF 89 DEGREES 34 MINUTES 38 SECONDS AND A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 39.09 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF EXPOSITION AVENUE;

THENCE NORTH 89 DEGREES 57 MINUTES 30 SECONDS WEST ALONG THE SOUTH RIGHT-OF-WAY LINE OF EXPOSITION AVENUE A DISTANCE OF 478.39 FEET TO THE POINT OF BEGINNING,

COUNTY OF ARAPAHOE,
STATE OF COLORADO.

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