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TALLAHASSEE, FLORIDA

B. KOHR  
APR - 7 2009  
EXAMINER



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April 7, 2009

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
 Merritt Square Office Investors, L.L.C.

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**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

**Retrieval Request**

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

FILED  
09 APR - 7 PM 1:15  
TALLAHASSEE, FLORIDA

MERRITT SQUARE OFFICE INVESTORS, L.L.C.  
(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on August 16, 2000 and assigned Florida document number L00000009879.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

\_\_\_\_\_

*(Enter Florida street address)*

\_\_\_\_\_, Florida \_\_\_\_\_

*(City)*

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

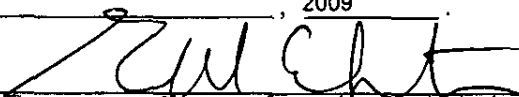
MGR = Manager  
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Article 3(a) of the Articles of Organization is deleted in its entirety and is amended and restated  
to read as set forth on Exhibit "A" attached hereto.

Dated April 6, 2009

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

GABRIEL EHRENSTEIN, as Vice President of Merritt Square Office Advisors, Inc,  
\_\_\_\_\_  
Typed or printed name of signee as manager

**EXHIBIT "A"**  
**TO**  
**ARTICLES OF AMENDMENT TO THE**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**MERRITT SQUARE OFFICE INVESTORS, LLC,**  
**a Florida limited liability company**

- A. The Company's ability to incur indebtedness is limited to that certain loan made by AMERICAN INVESTORS LIFE INSURANCE COMPANY, INC., a Kansas corporation ("Lender") which loan is represented by a certain Promissory Note in the original principal amount of TWO MILLION EIGHT HUNDRED THOUSAND DOLLARS (\$2,800,000.00) to be given by the Company to AMERICAN INVESTORS LIFE INSURANCE COMPANY, INC. and secured by a First Mortgage, Security Agreement and Fixture Filing to be recorded in the Public Records of Brevard County, Florida and other security documents (the "Loan"), and incurring liabilities in the ordinary course of business relating to the ownership of the Property.
  
- B. The Company (and, as applicable, its members and affiliates) shall not engage in or cause its dissolution, liquidation, consolidation, merger or asset sale, or amend to its Articles of Organization as long as the Loan is outstanding.