

Mar 13 06 17:53a

RICARDO MARTINEZ-CID P.A.

305-858-2513

p.13

Page 1 of 1

Division of Corporations

L000000010270

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000061046 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
Fax Number : (305) 858-2513

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

SHAMROCK OF SUNRISE LLC

Certificate of Status	1
Certified Copy	1
Page Count	12
Estimated Charge	\$60.00

Electronic Filing Menu

Corporate Filing Menu

Help

03 MAR 13 PM 1:33

L00-10270

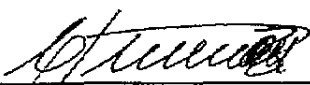
314

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

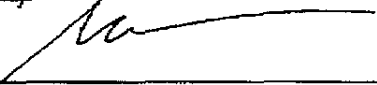
**ARTICLES OF AMENDMENT
RESTATED ARTICLES OF ORGANIZATION
SHAMROCK OF SUNRISE LLC**

We, **CARLOS Z. CHUMANZ. CHUMAN** and **ROSA MARIA CHUMAN**, the two managers of **SHAMROCK OF SUNRISE LLC**, a limited liability company organized under the laws of the State of Florida, Charter Number L00000010270 (the "Limited Liability Company"), hereby, under oath, certify that, on March 12, 2006, at a duly held meeting of all members, the Restated Amended Articles of Amendment attached and incorporated herein as Exhibit "A," were unanimously approved by the membership of the Limited Liability Company.

IN WITNESS WHEREOF, the foregoing Articles of Amendment are duly executed in Miami, Florida, this March 12, 2006.



CARLOS Z. CHUMAN, Member
Manager-Managing Member
4001 North Pine Island Road
Sunrise, Florida 33351



ROSA MARIA CHUMAN, Member
Manager-Managing Member
4001 North Pine Island Road
Sunrise, Florida 33351

(Limited Liability Company Seal)

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this March 12, 2006, by **CARLOS Z. CHUMAN** and **ROSA MARIA CHUMAN**, the members and Manager-Managing Members of **SHAMROCK OF SUNRISE LLC**, both individually and on behalf of said limited liability company, who are personally known to me and did take an oath.



Notary Public, State of Florida



Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

**EXHIBIT A TO FIRST ARTICLES OF AMENDMENT
FOR SHAMROCK OF SUNRISE LLC**

**SHAMROCK OF SUNRISE LLC
RESTATED AMENDED ARTICLES OF ORGANIZATION
OF FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE ONE - NAME

The name of the Florida Limited Liability Company is: **SHAMROCK OF SUNRISE LLC**, hereinafter designated the "Limited Liability Company."

ARTICLE TWO - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

SHAMROCK OF SUNRISE LLC
c/o CARLOS Z. CHUMAN
4001 North Pine Island Road
Sunrise, Florida 33351.

**ARTICLE THREE - REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The name and the Florida address of the registered agent of the Limited Liability Company are:

CARLOS Z. CHUMAN
4001 North Pine Island Road
Sunrise, Florida 33351.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

RECEIVED
AND
FILED
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:15

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.



CARLOS Z. CHUMAN

ARTICLE FOUR - PURPOSE

The Limited Liability Company's business and purpose shall consist solely of the ownership, operation and maintenance of the real estate project known as THE SHAMROCK at SUNRISE CONDOMINIUM, according to the Declaration of Condominium thereof, filed July 30, 2003, in Official Records Book 35707, Page 568, Public Records of Broward County, Florida (the "Property") and activities incidental thereto.

ARTICLE FIVE - TITLE TO LIMITED LIABILITY COMPANY PROPERTY

All property owned by the Limited Liability Company shall be owned by the Limited Liability Company as an entity and, insofar as permitted by applicable law, no member shall have any ownership interest in any Limited Liability Company property in its individual name or right, and each member's interest in the Limited Liability Company shall be personal property for all purposes.

ARTICLE SIX - SEPARATENESS/OPERATIONS MATTERS

The Limited Liability Company has not and shall not:

- (a) acquire or own any material asset other than (i) the Property, and (ii) such incidental personal property as may be necessary for the operation of the Property;

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

- (b) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the jurisdiction of its organization or formation, or without the prior written consent of the holder of any first priority mortgage, deed of trust or deed to secure debt incurred in connection with any financing of the Property ("Security Instrument"), amend, modify, terminate or fail to comply with the provisions of these Articles of Organization;
- (c) own any subsidiary or make any investment in or acquire the obligations or securities of any other person or entity without the consent of the holder of the Security Instrument;
- (d) commingle its assets with the assets of any of its principal(s), affiliates, or of any other person or entity or transfer any assets to any such person or entity other than distributions on account of equity interests in the Limited Liability Company permitted by the Security Instrument and properly accounted for;
- (e) allow any person or entity to pay its debts and liabilities (except for a Guarantor or Indemnitor (as defined in the Security Instrument)) or fail to pay its debts and liabilities solely from its own assets;
- (f) fail to maintain its records, books of account and bank accounts separate and apart from those of the partners, members, principals and affiliates of the Limited Liability Company, the affiliates of a partner or member of the Limited Liability Company and any other person or entity or fail to prepare and maintain its own financial statements in accordance with generally accepted accounting principles and susceptible to audit, or if such financial statements are consolidated fail to cause such financial statements to contain footnotes disclosing that the Property is actually owned by the Limited Liability Company;

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

- (g) enter into any contract or agreement with any partner, member, principal or affiliate of the Limited Liability Company or any guarantor of all or a portion of the obligations secured by the Security Instrument or any partner, member, principal or affiliate thereof, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any partner, member, principal or affiliate of the Limited Liability Company, as the case may be, any guarantor or any partner, member, principal or affiliate thereof;
- (h) fail to correct any known misunderstandings regarding the separate identity of the Limited Liability Company;
- (i) hold itself out to be responsible or pledge its assets or credit worthiness for the debts of another person or entity or allow any person or entity to hold itself out to be responsible or pledge its assets or credit worthiness for the debts of the Limited Liability Company (except for a Guarantor or Indemnitor (as defined in the Security Instrument));
- (j) make any loans or advances to any third party, including any partner, member, principal or affiliate of the Limited Liability Company, or any partner, member, principal or affiliate thereof;
- (k) fail to file its own tax returns or to use separate contracts, purchase orders, stationery, invoices and checks;
- (l) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Limited Liability Company is responsible for the debts of any third party (including any partner, member, principal or affiliate of the Limited Liability Company or any partner, member, principal or affiliate thereof);

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

- (m) fail to allocate fairly and reasonably among the Limited Liability Company and any third party (including, without limitation, any guarantor) any overhead for common employees, shared office space or other overhead and administrative expenses;
- (n) allow any person or entity to pay the salaries of its own employees or fail to maintain a sufficient number of employees for its contemplated business operations;
- (o) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (p) share any common logo with or hold itself out as or be considered as a department or division of (i) any partner, principal, member or affiliate of the Limited Liability Company, (ii) any affiliate of a partner, principal, member or affiliate of the Limited Liability Company, or (iii) any other person or entity or allow any person or entity to identify the Limited Liability Company as a department or division of that person or entity; or
- (q) conceal assets from any creditor, or enter into any transaction with the intent to hinder, delay or defraud creditors of the Limited Liability Company or the creditors of any other person or entity.

ARTICLE SEVEN - EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a member shall not cause the termination or dissolution of the Limited Liability Company and the business of the Limited Liability Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

05 MAR 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Limited Liability Company interest shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent member.

ARTICLE EIGHT - SUBORDINATION OF INDEMNIFICATION PROVISIONS

Notwithstanding any provision hereof to the contrary, any indemnification claim against the Limited Liability Company arising under these Articles or the laws of the state of organization of the Limited Liability Company shall be fully subordinate to any obligations of the Limited Liability Company arising under the Security Instrument or any other Loan Document (as defined therein), and shall only constitute a claim against the Limited Liability Company to the extent of, and shall be paid by the Limited Liability Company in monthly installments only from, the excess of net operating income for any month over all amounts then due under the Security Instrument and the other Loan Documents.

ARTICLE NINE - MANAGEMENT

Effective upon the filing hereof with the Florida Secretary of State, by their signatures hereunder, the initial two (2) Manager-Managing Members of the Limited Liability Company, **CARLOS Z. CHUMAN** of 4001 North Pine Island Road, Sunrise, Florida 33351, and **ROSA MARIA CHUMAN** of 4001 North Pine Island Road, Sunrise, Florida 33351, resign and the Limited Liability Company shall henceforth be managed by **SHAMROCK OF SUNRISE MANAGEMENT CORPORATION**, a Florida corporation, of 4001 North Pine Island Road, Sunrise, Florida 33351 (the "Manager-Managing Member"), and therefore, the Limited Liability Company remains a manager-managing member managed company.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

ARTICLE TEN - SCOPE OF MANAGER-MANAGING MEMBER'S AUTHORITY

Subject to the limitations of ARTICLE ELEVEN below, the Manager-Managing Member of the Limited Liability Company, may by its sole signature, exercise the broadest powers granted by law, including, without limitation, except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager-Managing Member, may by its sole signature, alone shall determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with the Manager-Managing Member. The powers and authority herein described are not in limitation of any powers otherwise conferred upon the Manager-Managing Member of this Limited Liability Company by law.

ARTICLE ELEVEN - LIMITATIONS OF POWERS & DUTIES

Notwithstanding any other provisions of these Articles and so long as any obligations secured by a Security Instrument remains outstanding and not discharged in full, without the consent of all members, the Limited Liability Company shall have no authority on behalf of the Limited Liability Company to:

- (a) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than obligations secured by the Security Instrument, except unsecured trade and operational debt incurred with trade creditors in the ordinary course of its business of owning and operating the Property in such amounts as are normal and reasonable under the circumstances, provided that such debt is not evidenced by a note and is paid when due and provided in any event the outstanding principal balance of such debt shall not exceed at any one time one percent (1%) of the outstanding obligations secured by the Security Instrument;

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

- (b) seek the dissolution or winding up, in whole or in part, of the Limited Liability Company;
- (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;
- (d) file a voluntary petition or otherwise initiate proceedings to have the Limited Liability Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Limited Liability Company, or file a petition seeking or consenting to reorganization or relief of the Limited Liability Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Limited Liability Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Limited Liability Company or of all or any substantial part of the properties and assets of the Limited Liability Company, or make any general assignment for the benefit of creditors of the Limited Liability Company, or admit in writing the inability of the Limited Liability Company to pay its debts generally as they become due or declare or effect a moratorium on the Limited Liability Company debt or take any action in furtherance of any such action; or
- (e) amend, modify or alter this Article Eleven, and/or Articles Four, Five, Six, Seven, Eight and/or Nine.

Notwithstanding the foregoing and so long as any obligation secured by the Security Instrument remains outstanding and not discharged in full, the Limited Liability Company shall have no authority to take any action in items (a) through (c) and (e) without the written consent of the holder of the Security Instrument.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

So long as any obligation secured by the Security Instrument remains outstanding and not discharged in full, the Limited Liability Company shall have a corporate managing member having articles of Incorporation containing the restrictions and items set forth in Articles One, Two, Three and Four of the Manager-Managing Member's Articles of Incorporation, and the Limited Liability Company shall have no other Manager-Managing Member.

ARTICLE TWELVE - TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units, i.e by the holders of the majority, fifty-one (51%) per cent of all Units, duly evidenced by a Membership Certificate issued by the Limited Liability Company, duly signed by the Manager-Managing Member. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the Manager-Managing Member or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE THIRTEEN - DURATION

The Limited Liability Company began its existence as provided in the original Articles of Organization, filed with the Florida Secretary of State on August 25, 2000, Document No. L00000010270. The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Operating Agreement and these Restated Amended Articles of Organization.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

ARTICLE FOURTEEN - DISSOLUTION

Subject to the limitations of **ARTICLE ELEVEN (b)** above, the Limited Liability Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of the remaining members of the Limited Liability Company the holding at least fifty-one (51%) per cent of the Units, evidenced by outstanding membership certificates in the Limited Partnership after any of these events.

ARTICLE FIFTEEN - PERCENTAGE INTEREST & MEMBERSHIP CERTIFICATE

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Operating Agreement of the Limited Liability Company. A member's interest in the Limited Liability Company shall be evidenced by a Membership Certificate issued by the Limited Liability Company, duly signed by the Manager-Managing Member of the Limited Liability Company.

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 13 PM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H060C0061046 3

IN WITNESS WHEREOF, the undersigned have executed these Restated Amended Articles of Organization, this March __, 2006, duly approved by all members, to substitute the original Articles of Organization filed with the Florida Secretary of State, Document No. L00000010270, as amended, effective upon the filing of this Restated Amended Articles of Organization with the Florida Secretary of State, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.




ROSA MARIA CHUMAN



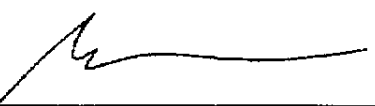
CARLOS Z. CHUMAN

SHAMROCK OF SUNRISE MANAGEMENT CORPORATION,
a Florida corporation

BY: 

Carlos Z. Chuman, as President

(CORPORATE SEAL)

ATTEST: 

Rosa Maria Chuman, as Secretary

(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.)

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000061046 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 13 AM 10:16

APPROVED
AND
FILED

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H060C0061046 3

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared ROSA MARIA CHUMAN and CARLOS Z. CHUMAN, Individually, as resigning Manager-Managing Members, and respectively as the president and secretary of SHAMROCK OF SUNRISE MANAGEMENT CORPORATION, a Florida corporation, as elected Manager-Managing Member, who are either personally known to me or provided their Florida Driver's licenses as identification, and they acknowledged before me that they executed the foregoing Restated Amended Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this March 13, 2000.

NOTARY PUBLIC / STATE OF FLORIDA

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513



FLORIDA BAR NO. 157029 / AUDIT NUMBER: H060C0061046 3

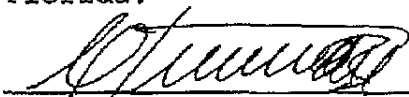
APPROVED
AND
FILED
06 MAR 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

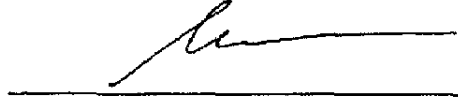
**WAIVER OF NOTICE OF SPECIAL MEETING OF
THE MEMBERS AND MANAGER-MANAGING MEMBERS
SHAMROCK OF SUNRISE LLC
A FLORIDA LIMITED LIABILITY COMPANY,
TO BE HELD ON MARCH 12, 2006 AT 9:00 A.M.
AT 4001 NORTH PINE ISLAND ROAD, SUNRISE, FLORIDA 33351**

The undersigned, **CARLOS Z. CHUMAN**, and **ROSA MARIA CHUMAN**, his wife, the members and resigning Manager-Managing Members, as tenants by the entirety, of **SHAMROCK OF SUNRISE LLC**, a Florida limited liability company (the "Limited Liability Company"), hereby consent to a meeting of the Membership of the Limited Liability Company, on the date and place herein-above established, to:

- (i) ratify **CARLOS Z. CHUMAN**, as resident agent; and,
- (ii) issue one (1) membership certificate to **SHAMROCK OF SUNRISE MANAGEMENT CORPORATION**, a Florida corporation; and,
- (iii) accept the resignation of all current Manager-Managing Members and elect **SHAMROCK OF SUNRISE MANAGEMENT CORPORATION**, a Florida corporation ("Manager-Managing Member"), to act as sole Manager-Managing Member; and,
- (iv) adopt restated amended articles of organization, as more particularly attached hereto and by reference made a part hereof, hereinafter the "Restated Amended Articles"; and,
- (v) instruct the Manager-Managing Member to take the steps necessary to file the Restated Amended Articles with the Florida Secretary of State.
- (vi) ratify the operating agreement, as more particularly attached hereto and by reference made a part hereof, hereinafter the "Operating Agreement"; and,
- (vii) to deal with any other matter germane to the above presented to the meeting by a proper resolution, duly seconded at the meeting.

IN WITNESS WHEREOF, the foregoing Waiver was executed by the undersigned on March 12, 2006, at Miami, Miami-Dade County, Florida.


CARLOS Z. CHUMAN
4001 North Pine Island Road,
Sunrise, Florida 33351


ROSA MARIA CHUMAN
4001 North Pine Island Road,
Sunrise, Florida 33351

(Limited Liability Company Seal)

**MINUTES OF SPECIAL MEETING OF
THE MEMBERSHIP AND MANAGER-MANAGING MEMBER
OF SHAMROCK OF SUNRISE LLC
A FLORIDA LIMITED LIABILITY COMPANY,
HELD ON MARCH 7, 2006 AT 9:00 A.M.
AT 4001 NORTH PINE ISLAND ROAD, SUNRISE, FLORIDA 33351**

The undersigned, by their signature hereunder, certify that, at a duly held special meeting of the Membership and Manager-Managing Member of **SHAMROCK OF SUNRISE LLC**, a Florida limited liability company (the "Limited Liability Company"), called in accordance with the Regulations thereof, held on the date and place hereinabove established, at which all members and subscribers were present and voting throughout, the following resolutions were unanimously adopted and are still in full force and effect and unaltered and unmodified, to-wit:

RESOLVED, to ratify **CARLOS Z. CHUMAN**, as resident agent; and,

FURTHER, RESOLVED, to elect **SHAMROCK OF SUNRISE MANAGEMENT CORPORATION**, a Florida corporation, to act as the sole Manager-Managing Member; and,

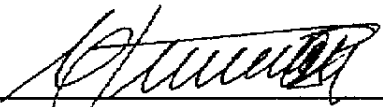
FURTHER, RESOLVED, to adopt restated amended articles of organization, as more particularly attached to the Waiver of Notice to this Meeting, defined therein, and by reference made a part hereof; and,

FURTHER, RESOLVED, to instruct the Manager-Managing Member to take the steps necessary to file the Restated Amended Articles with the Florida Secretary of State.


FURTHER, RESOLVED, to ratify the Operating Agreement, as more particularly attached to the Waiver of Notice to this Meeting, defined therein, and by reference made a part hereof; and,

FURTHER, RESOLVED, to instruct and empower the Manager-Managing Member to take all steps necessary to implement the foregoing resolutions.

IN WITNESS WHEREOF, the foregoing Minutes were executed by the undersigned on March 13, 2006, at Miami, Miami-Dade County, Florida.



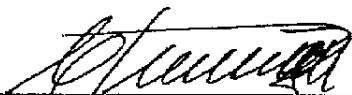
CARLOS Z. CHUMAN
4001 North Pine Island Road,
Sunrise, Florida 33351



ROSA MARIA CHUMAN
4001 North Pine Island Road,
Sunrise, Florida 33351


(Limited Liability Company Seal)

SHAMROCK OF SUNRISE MANAGEMENT CORPORATION,
a Florida corporation

BY: 

Carlos Z. Chuman, as President

(CORPORATE SEAL)

ATTEST: 

Rosa Maria Chuman, as Secretary

Page Two of Two

APPROVED
AND
FILED
06 MAR 13 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA