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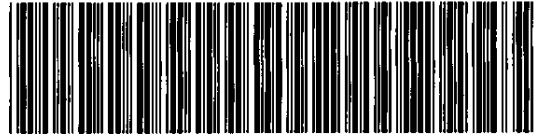
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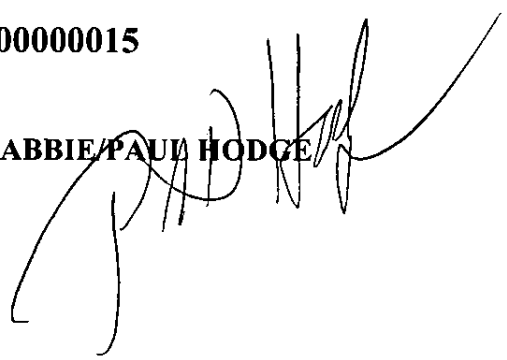
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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

NGP Miami River Associates LLC
(Present Name)
(A Florida Limited Liability Company)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on 02/08/2001 and assigned document number L1000002250.

SECOND: This amendment is submitted to amend the following:

ARTICLE ONE: NAME

The name of the limited liability company is hereby amended to Rubicon GSA II Miami River Associates, LLC. Wherever the name of the Company is referred to in the Amended and Restated Articles of Organization, it shall be deemed to refer to Rubicon GSA II Miami River Associates, LLC.

ARTICLE THREE: DURATION; PURPOSE; MANAGEMENT

Subparagraph (c) is hereby amended by changing the name and address of the initial manager to serve as the Manager to Rubicon US REIT, Inc., a Delaware corporation, c/o Terra Capital Partners, LLC, 805 Third Avenue, 8th Floor, New York, NY 10022, or such other place as the Manager shall determine in its discretion. Wherever Manager is referred to in the Amended and Restated Articles of Organization, it shall be deemed to refer to Rubicon US REIT, Inc.

ARTICLE FOUR: RESTRICTIONS/LIMITATIONS ON POWERS AND DUTIES.

In the first paragraph of Article Four, the phrase "Second Amended and Restated Operating Agreement" is hereby deleted and replaced with "Third Amended and Restated Operating Agreement."

The name of the Managing Member as defined in the last paragraph of Article Four is hereby amended from NGP Miami River Associates, Inc. to Rubicon GSA II Miami River Associates, Inc. Wherever Managing Member is referred to in the Amended and Restated Articles of Organization, it shall be deemed to refer to Rubicon GSA II Miami River Associates, Inc.

ARTICLE EIGHT: GOVERNING PROVISIONS.

The phrase "Second Amended and Restated Operating Agreement" is hereby deleted and replaced with "Third Amended and Restated Operating Agreement".

Dated: July __, 2006.



Signature of a member or authorized representative of a member

Bruce Batkin

-Authorized Representative _____
yped or printed name of signee

Filing Fee: \$25.00

50223170/GSA II Riverview Amendment to Articles of Organization