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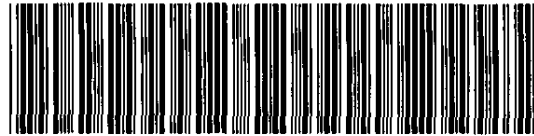
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B. KOHR

APR 23 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 539666 7122162

AUTHORIZATION

COST LIMIT : \$25.00

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TALLAHASSEE, FLORIDA

ORDER DATE : April 22, 2008

ORDER TIME : 10:22 AM

ORDER NO. : 539666-005

CUSTOMER NO: 7122162

DOMESTIC AMENDMENT FILING

NAME: RUBICON GSA II MIAMI RIVER
ASSOCIATES, LLC

EFFECTIVE DATE:

XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX___ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
Rubicon GSA II Miami River Associates, LLC
(present name)
(a Florida limited liability company)**

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FIRST: The Articles of Organization, were filed on February 8, 2001 and assigned document number L1000002250, as amended by those certain Amended and Restated Articles of Organization of Miami River Associates, LLC dated May 7, 2004, as last amended by those certain Articles to Amendment to Amended and Restated Articles of Organization of NGP Miami River Associates, LLC filed July 10, 2006 (the "2006 Amendment"). The 2006 Amendment is hereby deleted in its entirety.

SECOND: This amendment is submitted to amend the following:

ARTICLE ONE: NAME

The name of the limited liability company is hereby amended to Bel Biscayne LLC. Whenever the name of the Company is referred to in the Amended and Restated Articles of Organization it shall be deemed to refer to Bel Biscayne LLC.

ARTICLE THREE: DURATION; PURPOSE; MANAGEMENT

Subparagraph (c) is hereby amended by changing the name and address of the initial manager to BEL BISCAINE MANAGEMENT LLC, a Delaware limited liability company, c/o Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109, 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 Bel Biscayne Management LLC.

ARTICLE FOUR: RESTRICTIONS/LIMITATIONS ON POWERS AND DUTIES

In the first paragraph of Article Four, (i) the phrase "Second Amended and Restated Operating Agreement" is hereby deleted and replaced with "Fourth Amended and Restated Operating Agreement," and (ii) the phrase "first deed of trust lien on the Property" is hereby replaced with "first mortgage lien on the Property"

The last paragraph of Article Four is hereby amended by changing the name of the Managing Member from "NGP Miami River Associates, Inc." to "Bel Biscayne, Inc."

ARTICLE EIGHT: GOVERNING PROVISIONS

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

Dated: April 22, 2008

By:  _____
Authorized Representative

Name: Derek Boswell, Esq.