



L01000005361

ACCOUNT NO. : 072100000032

REFERENCE : 393628 7135588

AUTHORIZATION :

COST LIMIT :

\$ 43.75
~~\$ 55.00~~

Patricia Piquet
norma

ORDER DATE : February 6, 2002

ORDER TIME : 2:29 PM

ORDER NO. : 393628-010

CUSTOMER NO: 7135588

400004884494--4

CUSTOMER: Ellen Rose, Esq
Therrel Baisden, P.a.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: GULFSTAR CAPITAL 04, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT/RESTATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 71115
EXAMINER'S INITIALS:

02 FEB - 6 PM 4: 38

RECEIVED

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CLERK OF STATE
ALL AMENDMENTS
FILED

APPROVED
AND
FILED

JP
2-7-02

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
GULFSTAR CAPITAL 04, L.C.

I. GENERAL INFORMATION

The name of the Limited Liability Company is GULFSTAR CAPITAL 04, L.C.

The Articles of Organization for the Limited Liability Company were filed on April 6, 2001 and bear document number L01000005361.

II. RESTATEMENT OF ARTICLES

The Articles of Organization for the Limited Liability Company are hereby restated in their entirety as follows:

ARTICLE I

Name

The name of the Limited Liability Company is 330 FOWLER ONE, L.L.C..

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is c/o Ellen Rose, Therrell Baisden, P.A., One Southeast Third Avenue Suite 2400, Miami Florida 33131.

ARTICLE III

Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV

Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which companies may

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be incorporated under the Florida Limited Liability Company Act.

ARTICLE V
Registered Agent

The street address of the registered office of the Limited Liability Company shall be Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 and the name of the registered agent of the Limited Liability Company at that address is Ellen Rose.

ARTICLE VI
Management

The Limited Liability Company is to be managed by a manager and the name and the address of the manager is: --


DAVID EDELSTEIN

Sutton East
590 Madison Avenue
21st Floor
New York, NY 10022

ARTICLE VII
Effective Date

Pursuant to Florida Statute Section 608.411, these Amended and Restated Articles of Organization shall be effective when filed with the Secretary of State of the State of Florida.

The undersigned authorized representative of a member of **330 FOWLER ONE, L.L.C.**, hereby executes these Amended and Restated Articles of Organization on this 6 day of February, 2002.



ELLEN ROSE, authorized
representative by Power of
Attorney

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SECRETARY OF STATE
ALL AMENDED ARTICLES OF ORGANIZATION
AND AMENDED ARTICLES OF ORGANIZATION

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **330 FOWLER ONE, L.L.C.**
2. The name and the Florida street address of the registered agent and office are:

Ellen Rose
Therrel Baisden, P.A.
SunTrust International Center
One S.E. 3rd Avenue, Suite 2400
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated 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 for in Chapter 608, F.S.

Ellen Rose

ELLEN ROSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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