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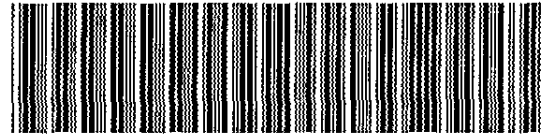
(Business Entity Name)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EDGEWATER 467, L.L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

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

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

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

Examiner's Initials

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

EDGEWATER 461, L.L.C.,  
a Florida limited liability company

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is **EDGEWATER 461, LLC.**

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

<u>Street Address</u>	<u>Mailing Address</u>
8500 SW 8 <sup>th</sup> Street	8500 SW 8 <sup>th</sup> Street
Suite 218	Suite 218
Miami, Florida 33144	Miami, Florida 33144

ARTICLE IV.

The name and address of the registered agent is:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
Dulce Prats-Vazquez	8500 SW 8 <sup>th</sup> Street
	Suite 218
	Miami, Florida 33144

ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

  
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1. The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to the following property known as "Edgewater Building":

461 NW 9<sup>th</sup> Street  
Miami, Florida

and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.

2. The rights of the members to admit additional members and the terms and conditions of the admissions.

3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

#### ARTICLE VI.

The management of the Company is to be reserved to a Member, more specifically, Dulce Prats-Vazquez, having an address at 8500 SW 8<sup>th</sup> Street, Suite 218, Miami, Florida 33144 (the "Managing Member").

#### ARTICLE V.

The names and street addresses of the current Members are (hereinafter the "Members"):

<u>Name</u>	<u>Street Address</u>
Ulysses Vazquez II	8500 SW 8 <sup>th</sup> Street Suite 218 Miami, Florida 33144
Dulce Prats-Vazquez	8500 SW 8 <sup>th</sup> Street Suite 218 Miami, Florida 33144

ARTICLE VIII.

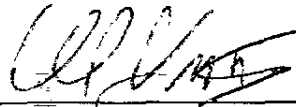
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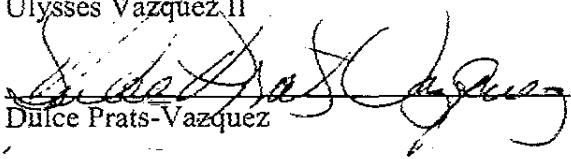
The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members. 02 DEC 19 PM 1:40  
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TALLAHASSEE, FLORIDA

ARTICLE IX.

The Operating Agreement between the Managing Entity and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Entity shall be required before any amendment, alteration or repeal of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization this 4 day of Dec., 2002, at Miami, Florida.

  
Ulysses Vazquez II

  
Dulce Prats-Vazquez

