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Florida Department of State

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*amend +
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L02-2753

LIMITED LIABILITY AMENDMENT

1440 AMSTERDAM REALTO CO., LLC

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$25.00 |

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
1440 AMSTERDAM REALTY CO., LLC**

The undersigned authorized representative of a member, for the purpose of amending and restating the Articles of Organization (filed under Document Number L02000002753) of a limited liability company formed under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Amended and Restated Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is 1440 AMSTERDAM REALTY CO., LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York 10019.

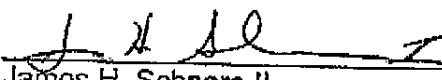
ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is United Corporate Services, Inc., 9200 South Dadeland Boulevard, Suite 508, Miami, Florida 33156.

ARTICLE IV - MANAGEMENT BY MANAGER

The Company is to be managed by Howard Karasik, as its initial Manager, and is, therefore, a manager-managed limited liability company. The address of the Manager is 152 West 57th Street, New York, New York 10019.

IN WITNESS WHEREOF, the undersigned has made, subscribed and affirmed these Amended and Restated Articles of Organization under the penalties of perjury as the duly authorized representative of the Member of the Company at North Palm Beach, Florida, this 9th day of April, 2002.


James H. Schnare II,
as Authorized Representative

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