

OCT. 25. 2004 3:40PM

KFYR

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L020000 19980

Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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(((H04000211913 3)))

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
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DIVISION OF CORPORATION

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LIMITED LIABILITY AMENDMENT

MIAMI RIVERHOUSE PROPERTIES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01 03
Estimated Charge	\$25.00

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L02-19980
[Signature]

KLUGER, PERETZ, KAPLAN & BERLIN P.L.



October 25, 2004

FAX COVER SHEET

To: Division of Corporations
Public Access System
Fax: 850-205-0383
Tel.#: 850-245-6939

From: Matthew C. Mahoney, Law Clerk, for
Dale S. Bergman, Esq
Re: (((H04000211913 3)))
ID #: 4038.0001

Number of Pages: 4, including this cover page. If you need a re-send on any of the pages, please call our operator at (305) 379-9000 as soon as possible. If you do not call, we will assume that all pages were received correctly.

The information contained in this transmission is attorney-privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us to the above address via U.S. Postal Service. We will reimburse you for postage and telephone expenses. Thank you.

Message: Attached you will find an Electronic Filing Cover Sheet along with an Amended and Restated Articles of Organization for filing under the above-referenced fax audit number. Included in the fax, in the event that it is necessary, is a Transmittal Letter clarifying our contact information; however, the estimated charges should be deducted from our account. Please process this filing at your earliest convenience and do not hesitate to contact me should you have any questions or require additional information. Thank you.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIAMI LIVERHOUSE PROPERTIES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

DALE BERGMAN, ESQ.
(Name of Person)

KLUGER, PERETZ, KARANT BERLIN, P.C.
(Firm/Company)

17TH FLOOR.

201 S. BISCAYNE BLVD.
(Address)

MIAMI FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

MATT MAHONEY
(Name of Person)

at (305) 341-3008
(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**AMENDMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
MIAMI RIVERHOUSE PROPERTIES, LLC**

ARTICLE I - NAME

The name of the limited liability company shall be MIAMI RIVERHOUSE PROPERTIES, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 201 S. Biscayne Blvd., #1700, Miami FL 33131.

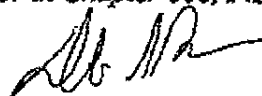
ARTICLE III - MANAGEMENT

The Company shall be manager managed in accordance with the Operating Agreement adopted by Peter A. Swartz, the sole member of the Company, for the management of the business and affairs of the Company. The Managing Director of the Company shall be Peter A. Swartz.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Miami Center Registered Agents, LLC, 201 S. Biscayne Blvd., #1700, Miami FL 33131.

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



Dale S. Bergman, Vice President



Dale S. Bergman, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TREASURER
OCT 25 AM 8:39
TALLAHASSEE FLORIDA

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