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LLOYD GRANET

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Division of Corporations

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From: Account Name : LLOYD GRANET
Account Number : 074632001025
Phone : (561) 999-9300
Fax Number : (561) 999-9400

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LIMITED LIABILITY COMPANY

EIRE ROCHESTER FLORIDA II HOLDING L.L.C.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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DIVISION OF CORPORATION

December 31, 2002

LLOYD GRANET, ESQ.
2295 NW CORPORATE BOULEVARD, SUITE 135
BOCA RATON, FL 33431

SUBJECT: KIRE ROCHESTER FLORIDA II HOLDING L.L.C.
REF: W02000036265

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Registered Agent failed to sign the acceptance statement.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H02000242693
Letter Number: 002A00068053

*See attached.
Thank You.*

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ARTICLES OF ORGANIZATION
OF
EIRE ROCHESTER FLORIDA II HOLDING L.L.C.


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TALLAHASSEE, FLORIDA

1. The name of the limited liability company is EIRE ROCHESTER FLORIDA II HOLDING L.L.C. (the "Company").
2. The mailing address and street address of the principal office of the Limited Liability Company is: 2840 NW 2nd Avenue, Suite 102, Boca Raton FL 33431.
3. The name and address of its registered office in the State of Florida is Lloyd Granet, P.A., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431.
4. The management of the Company is vested in its manager, Mark Spillane, with address at 2840 NW 2nd Avenue, Suite 102, Boca Raton FL 33431.
5. The purposes and powers of the Company shall be limited to engaging in all lawful acts or activities in connection with being a member of EIRE ROCHESTER FLORIDA II L.L.C., a Florida Limited Liability Company (the "Property Owner"), in accordance with the terms of the Amended and Restated Articles of Organization and Amended and Restated Operating Agreement as of January 10, 2001, of the Property Owner.
6. The Company shall observe and abide by the terms and conditions of its operating agreement as amended (the "Operating Agreement"). So long as the loan made or intended to be made to EIRE ROCHESTER FLORIDA II L.L.C., by Legg Mason Real Estate Services, Inc. or an affiliate, successor or assign thereof in connection with the financing of the Property (being the "Loan" and the "Lender" as defined in the Operating Agreement) is outstanding and the Company is a member of the Property Owner, in addition to all other restrictions on the Company's activities contained in the Operating Agreement, the Company may not, without both the approval of its Members and the express prior written consent of the Lender in Lender's sole discretion:
 - a. engage in any business or activity other than as set forth in Section 5 hereof; or
 - b. voluntarily dissolve or liquidate in whole or in part, consolidate or merge with any other entity or sell, assign, hypothecate or otherwise transfer any of its interest in the Property Owner, or all or substantially all of any other assets owned by the Company; or
 - c. amend these Articles of Organization or Section 2.3 of the Operating Agreement in any manner or make any other amendment to the Operating Agreement contrary to the provisions of any document evidencing or securing the Loan; or
 - d. borrow money or incur indebtedness (except in connection with the Loan) other than normal trade accounts.

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7. Upon repayment of the Loan or at such time as the company ceases to be a member of the Property Owner whichever occurs first, the Company may do any and all things permitted under applicable law, including, without limitation, any action set forth in Paragraph 6 above.
8. The limited liability company shall exist in perpetuity.
9. The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian, or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Membership Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

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Lloyd Granet

Signature of a member or an authorized representative of a member
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

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**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: EIRE ROCHESTER FLORIDA II HOLDING L.L.C.
2. The name and the Florida street address of the registered agent is: Lloyd Granet, P.A., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431.

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, the undersigned, on behalf of and as the duly authorized officer of the registered agent hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of my duties, and is familiar with and accept the obligations of my position as registered agent.

Lloyd Granet, P.A.
2295 NW Corporate Boulevard, Suite 235
Boca Raton, FL 33431.

By: Lloyd Granet, President

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