

JUL-28-2004 02:12PM

FROM: DORN & YOSS, P.A. +954 6678000 T: 727 47004 F-867  
**L030000000488**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000155667 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (950)205-0383

From: Account Name : ADORNO & YOSS, P.A. *RP*  
Account Number : 076247002423  
Phone : (954)763-1200  
Fax Number : (954)766-7800

*L03-0488*

RECEIVED  
04 JUL 28 PM 2:13  
DIVISION OF CORPORATION

**LIMITED LIABILITY AMENDMENT**  
**NORTHSTAR HOLDINGS AT B AND A, LLC**

FILED  
04 JUL 28 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

Electronic Filing Menu

Corporate Filing

Public Access Help

0752  
2046210004

*RP*  
*7-29-04*

H04000155667 3

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
NORTHSTAR HOLDINGS AT B AND A, LLC**

Pursuant to Florida Statutes Section 608.411, the following are the Amended and Restated Articles of Organization of NORTHSTAR HOLDINGS AT B AND A, LLC, a Florida Limited Liability Company (the "Company"). The original Articles of Organization were filed with the Department of State on February 21, 2003, Document Number L03000006488. These Amended and Restated Articles of Organization have been duly consented to and executed, and are being filed in accordance with Section 608.411 of the Florida Statutes. These Amended and Restated Articles of Organization shall supersede the original Articles of Organization in its entirety.

**ARTICLE I  
NAME**

The name of this limited liability company is NORTHSTAR HOLDINGS AT B AND A, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is: 14406 Military Trail, Delray Beach, Florida 33484.

**ARTICLE III  
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Scott Worley, and his address is: 14406 Military Trail, Delray Beach, Florida 33484.

FILED  
04 JUL 28 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HO4000155667 3

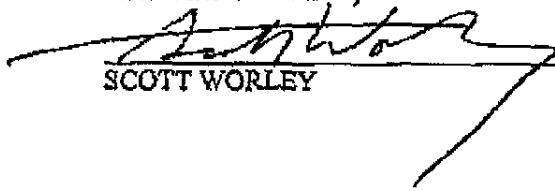
**ARTICLE V  
MANAGEMENT**

The Company will be a manager-managed company. The managers will be David Ettinger and Scott Worley, with their principal office at 14406 Military Trail, Delray Beach, Florida 33484.

The undersigned Manager executed these Articles of Organization on this \_\_ day of July, 2004.

Manager:

(In accordance with Section 608.407 and 608.408, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
SCOTT WORLEY

FILED  
04 JUL 28 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HO400055667 3

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:

NORTHSTAR HOLDINGS AT B AND A, LLC

2. The name and the Florida address of the registered agent are:

Scott Worley  
14406 Military Trail  
Delray Beach, FL 33484

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.

  
Scott Worley

FILED  
04 JUL 28 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA