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**LIMITED LIABILITY AMENDMENT**

**BTS PROPERTIES, LLC**

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**ARTICLES OF AMENDMENT  
OF  
BTS PROPERTIES, LLC**

1. The Articles of Organization were filed on August 15, 2003, and assigned document number L03000030510.

2. Pursuant to Florida Statutes Sections 608, the Articles of Organization of the above-referenced Limited Liability Company are amended to add the following provisions:

A. Article III shall be revised to read as follows:

"The purpose of the Company shall be solely to acquire, operate and dispose of that real property commonly known as The Oaks Plaza, in Bradenton, Florida (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender, (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property."

B. A new Article VI shall be added to read as follows:

"Notwithstanding anything to the contrary contained in these Articles, the Company and its Managers and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company, these Articles, or the Operating Agreement, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Manager or Member, or any other event or act causing dissolution of the Company pursuant to Florida Statutes, these Articles, or the Operating Agreement, shall not constitute an event of liquidation, dissolution or termination of the Company, these Articles, or the Operating Agreement, except upon the express prior written consent of Lender. Any amendments to these Articles shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender."

C. A new Article VII shall be added to read as follows:

"The assets, affairs and operations of the Company shall be managed by the Managers."

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3. The foregoing amendment was adopted as of the date indicated below.
4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on November 29, 2005.

  
JOHN CLENDINNING, Manager

  
RICK SEYER, Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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