

From:

10/21/2008 23:22

#507 P.001/005

Division of Corporations

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LD3000036802
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EXAMINER

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From:

10/21/2008 23:23

#507 P.002/005

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**SECOND AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BLIA GP, LLC**

Pursuant to Section 608.411, Florida Statutes, BLIA GP, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Secretary of State of the State of Florida under Document Number L03000036802, on September 26, 2003, and thereafter amended and restated pursuant to the Amended and Restated Articles of Organization filed with the Secretary of State of the State of Florida under Document Number L03000036802, on September 28, 2005 (as amended, the "Articles of Organization"), hereby amends its Articles of Organization as follows:

FIRST: Article II of the Articles of Organization is hereby deleted in its entirety and the following shall be inserted:

"ARTICLE II - PRINCIPAL OFFICE AND MAILING

The principal office and mailing address of the Company is:

c/o CRE Boca Opco, LLC
11900 Biscayne Boulevard, Suite 809
Miami, Florida 33181."

SECOND: Article III of the Articles of Organization is hereby deleted in its entirety and the following shall be inserted:

"ARTICLE III - MANAGING MEMBER

The Company shall be managed by the Member. The name and address of the Member of the Company is as follows:

CRE Biscayne Landing, LLC
c/o CRE Boca Opco, LLC
11900 Biscayne Boulevard, Suite 809
Miami, Florida 33181."

THIRD: Article V of the Articles of Organization is hereby deleted in its entirety and the following shall be inserted:

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"ARTICLE V – REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is:

c/o CRE Boca Opco, LLC
11900 Biscayne Boulevard, Suite 809
Miami, Florida 33181

and the name and the address of the registered agent of the Company are:

National Corporate Research, Ltd., Inc.
515 East Park Avenue
Tallahassee, Florida 32301."

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IN WITNESS WHEREOF, this Second Amendment to Amended and Restated Articles of Organization has been duly executed by the managing member of the Company as of the 12 day of August, 2008.

MANAGING MEMBER:

CRE BISCAYNE LANDING, LLC,
a Delaware limited liability company

By: CRE Boca Opco, LLC, a Delaware
limited liability company and its
manager

By:


Name: Chris Schiombach
Title: _____

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for BLIA GP, LLC, a Florida limited liability company (the "Company"), in the foregoing Second Amendment to Amended and Restated Articles of Organization of the Company, hereby accepts the appointment as such registered agent and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under the Florida Statutes.

Dated: Oct. 22, 2008

NATIONAL CORPORATE RESEARCH, LTD., INC.

By: Melissa Allen
Name: Melissa Allen
Title: Assistant Secretary