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DIVISION OF CORPORATIONS

**LIMITED LIABILITY AMENDMENT****900 COLLINS AVENUE, LLC**

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## **AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

These Amended and Restated Articles of Organization were adopted July 19, 2004 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### **Article I. Name**

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: 900 Collins Avenue, LLC  
Old Name:

### **Article II. Date of Articles of Organization**

The Company's original Articles of Organization were filed on December 10, 2003.

### **Article III. Address**

The Company's street and mailing address is:

900 Collins Avenue, LLC  
1810 Michigan Avenue  
Miami Beach FL 33139

### **Article IV. Registered Agent**

The name and street address of the Company's registered agent is:

Michael A. Stern  
1810 Michigan Avenue  
Miami Beach FL 33139

I FL Bar Member  
Gonzalez & Associates, P.A.  
The Colonnade Suite 302  
2333 Ponce de Leon Blvd.  
Coral Gables FL 33134  
305-445-0937

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

MICHAEL A. STERN

1810 Michigan Avenue Miami Beach FL 33139

IVOR HANO ROSE

1810 Michigan Avenue Miami Beach FL 33139

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

900 Collins Avenue, LLC

By: 

by V. Cine as attorney-in-fact

Name: Michael A. Stern

Title: Manager

Date: July 19, 2004

I FL Bar Member

Gonzalez & Associates, P.A.  
The Colonnade Suite 302  
2333 Ponce de Leon Blvd.  
Coral Gables FL 33134  
305-445-0937

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**


**CORPORATION:**

**900 Collins Avenue, LLC**

**REGISTERED AGENT/OFFICE:**

**Michael A. Stern  
1810 Michigan Avenue  
Miami Beach FL 33139**

**I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.**

  
\_\_\_\_\_  
**MICHAEL A. STERN**  
by V. Cine as attorney-in-fact

**Date: July 19, 2004**

**I FL Bar Member  
Gonzalez & Associates, P.A.  
The Colonnade Suite 302  
2333 Ponce de Leon Blvd.  
Coral Gables FL 33134  
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