

Jun 01 04 07:20 PM

755 752 1

P. 1

L040000024092

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.

(((H04000110739 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 : (850) 205-0383

From:

Account Name : A I A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (305) 674-3313
Fax Number : (305) 675-2811

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN - 1 AM 8:17

LIMITED LIABILITY AMENDMENT

LARSEN'S 2020 EXECUTIVE OFFICES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing

Public Access Help

JP
6-2-04

Jun 01 04 03:07p

R1R

3056752811

p.2

Department of State 6/1/2004 9:50 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 1, 2004

LARSEN'S 2020 EXECUTIVE OFFICES, LLC
17328 N.W. 62 PLACE
MIAMI, FL 33015

SUBJECT: LARSEN'S 2020 EXECUTIVE OFFICES, LLC
REF: L04000024092

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

Are you changing the name of the company in section 1.01 to LARSEN'D 2020 EXECUTIVE OFFICES, LLC or is this a typographical error?

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) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: E04000110739
Letter Number: 104A00037608

RECEIVED

04 JUN -1 PM 3:03

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN -1 AM 8:57

AND
FILED

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H040001107393

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

LARSEN'S 2020 EXECUTIVE OFFICES, LLC.,

(a Florida Limited Liability Company)

Article I. The name, document number and the original date of filing of the Florida Domestic Profit Limited Liability Company.

1.01 The Name of the Florida Domestic Profit Limited Liability Company is Larsen's 2020 Executive Offices, LLC.,

1.02 The Florida Document Number is L04000024092.

1.03 The date of filing of the original Articles of Organization was March 30, 2004.

ARTICLE VII. Management

7.0 The Limited Liability Company's period of existence shall terminate upon the death, insanity, expulsion, retirement or resignation of Hans Henning Larsen.

7.1 The Limited Liability Company is member managed.

7.2 Hans Henning Larsen is the President of the Limited Liability Company.

Article VIII. Covenants with Respect to Indebtedness: Operations and Fundamental Changes of the Limited Liability Company.

8.0 The Limited Liability Company has entered into and received certain financing (the "**Financing**") from Column Financial, Inc. (together with its successors and assigns, the "**Lender**"), which Financing is secured by a first mortgage lien on certain real and other property located at 2020 N.E. 163rd Street, North Miami Beach, Florida 33162 (the "**Property**"). With respect to the Financing and the Property the Limited Liability Company:

- (a) does not own and will not own any encumbered asset other than (i) the Property, and (ii) incidental personal property necessary for the operation of the Property;
- (b) is not engaged and will not engage in any business other than the ownership, management and operation of the Property;
- (c) will not enter into any contract or agreement with any general partner, principal, member or affiliate of the Limited Liability Company or any affiliate of any such general partner, principal, or member of the Limited Liability Company, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arm's-length basis with third parties other than an affiliate;
- (d) has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the secured indebtedness, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property, no

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN -1 11:18:57

H040001107393

H040001107393

- debt whatsoever may be secured (senior, subordinate or pari passu) by the Property;
- (e) has not made and will not make any loans or advances to any third party (including any general partner, principal, member or affiliate of the Limited Liability Company, or any guarantor);
 - (f) is and will be solvent and pay its debts from its assets as the same shall become due;
 - (g) has done or caused to be done and will do all things necessary to preserve its existence and corporate, limited liability company and partnership formalities (as applicable), and will not, nor will any partner, limited or general, or member or shareholder thereof, amend, modify or otherwise change its partnership certificate, partnership agreement, certificate or articles of organization, or by-laws or operating agreement or regulations, in a manner which adversely affects the Limited Liability Company's, or any such partner's, member's or shareholder's existence as a single-purpose, single-asset "bankruptcy remote" entity;
 - (h) will conduct and operate its business as presently conducted and operated;
 - (i) will maintain books and records and bank accounts separate from those of its affiliates, including its general partners, principals and members;
 - (j) will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any general partner, principal, member or affiliate);
 - (k) will file its own tax returns;
 - (l) will maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
 - (m) will not, nor will any shareholder, partner, member or affiliate, seek the dissolution or winding up, in whole or in part, of the Limited Liability Company;
 - (n) will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;
 - (o) will not commingle the funds and other assets of the Limited Liability Company with those of any general partner, principal, member or affiliate, or any other person;
 - (p) has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;
 - (q) has, and any general partner or operating member of the Limited Liability Company has, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;
 - (r) does not and will not hold itself out to be responsible for the debts or obligations of any other person; and
 - (s) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the Limited Liability Company, the Limited Liability Company shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

04 JUN 11 AM 9:57

FILED

H040001107393

Jun 01 04 03:07p

AIR

3056752811

H040001107393

P. 5

Dated May 5, 2004

Hans Henning Larsen
Signature of a member or authorized representative of a member

Hans Henning Larsen

Typed or printed name of signer

Filing Fee: \$ 25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN - 1 AM 8:57

AND
FILED

H040001107393