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LIMITED LIABILITY AMENDMENT

PWP II, LLC

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
PWP II, LLC**

**FIRST:** The articles of organization of PWP II, LLC (the "Company") were filed on June 4, 2004.

**SECOND:** The following amendment to the articles of organization was adopted by the Company:

The following articles are added to the Articles of Organization:


**ARTICLE IX- COMPANY EXISTENCE**

Notwithstanding any provision hereof to the contrary, the following shall govern: To the extent permissible under applicable federal and state law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the Company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the Company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holder may continue to exercise all of its rights under the existing security agreement or mortgage until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

**Article X- CREDITOR INTEREST**

Notwithstanding any provision hereof to the contrary, the following shall govern: When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, the Members and any outside member shall take into account the interest of the Company's creditors, as well as those of the Members.

Dated: June 7, 2004.

  
Print Name: Jonathan D. Fleece, Esq.  
Authorized Representative

Prepared by:  
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