

MAY. 23. 2005 1:13PM
Division of Corporations

ROGERS TOWERS

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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT
KENDALL POINTE LAND DEVELOPMENT, LLC

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ROGERS TOWERS

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
KENDALL POINTE LAND DEVELOPMENT, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization:

1. The name of this limited liability company (the "Company") is Kendall Pointe Land Development, LLC.
2. The Articles of Organization were filed on January 3, 2005.
3. Article VI of the Articles of Incorporation of the Company is hereby added as follows:

"ARTICLE VI

The Company shall not:

(a) engage in any business or activity other than the ownership, operation and maintenance of Kendall Town Center East in Jacksonville, Duval County, Florida (the "Property") and activities incidental thereto;

(b) acquire or own any material asset other than the Property and such incidental personal property as may be necessary for the operation of the Property;

(c) merge into or consolidate with any entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Wachovia Bank's consent except as otherwise permitted by agreements between Company and Wachovia Bank;

(d) own any subsidiary or make any investment in any entity without the consent of Wachovia Bank;

(e) commingle its assets with the assets of any of its members, managers, shareholders, affiliates, principals or of any other person; and

(f) fail to maintain its records, books of account and bank accounts separate and apart from those of the members, managers, shareholders, principals and other affiliates of a member, manager or shareholder of transferee, and any other person.

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ROGERS TOWERS

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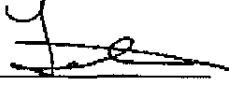
IN WITNESS WHEREOF, Kendall Pointe Land Development, LLC has caused these Articles of Amendment to Articles of Organization to be executed in its name by the member this 19 day of May, 2005.

KENDALL POINTE LAND DEVELOPMENT,
LLC

By: 

Name: Robert Falcone

Title: Managing Member


manager