

W05000005746

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LIMITED LIABILITY AMENDMENT

CG MIAMI PARTNERS II, LLC

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**ARTICLES OF AMENDMENT OF THE
ARTICLES OF ORGANIZATION OF
CG Miami Partners II, LLC**

1. The name of the Limited Liability Company is CG Miami Partners II, LLC (the "Company").
2. The Company's Articles of Organization were filed on January 19, 2005, under document number L05000005746, and were amended on March 18, 2005, and are hereby further amended as follows:

Article VI and Article VII of the Company's Articles of Organization are deleted in their entirety and amended to read as follows:

ARTICLE VI. RESTRICTIONS ON MEMBERSHIP

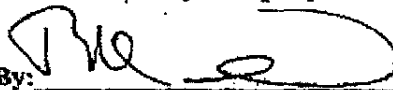
No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement.

ARTICLE VII. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial Manager of the Company shall be BCRE Miami I-2, LLC, a Florida limited liability company.

Dated this 30th day of March, 2005.

CG Miami Partners II, LLC, a Florida
Limited Liability Company

By: 
Brian K. Goodkind, Esq., Authorized
Representative

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