

L05000005792

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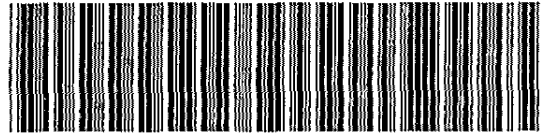
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103-N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 1/28/05

REF. #: 0472.34283

CORP. NAME: SUTTON HOUSE APARTMENTS, L.C.

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- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 511232 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SUTTON HOUSE APARTMENTS, L.C.
(A Florida limited Liability Company)**

The original articles of organization were filed on January 19, 2005 and assigned document number L05000005792. This Amended and Restated Articles of Organization is duly executed and being filed in accordance with §608.411 of the Florida Statutes. The original articles are hereby amended and restated as follows:

ARTICLE I

The name of the limited liability company is:

Sutton House Apartments, L.C.

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

6001 N.W. 153rd Street
Suite 110
Miami Lakes, Florida 33014

The mailing address of the Limited Liability Company is:

6001 N.W. 153rd Street
Suite 110
Miami Lakes, Florida 33014

ARTICLE III

The purpose for which this Limited Liability Company is organized is:

Any and all lawful business.

ARTICLE IV

The name and Florida street address of the registered agent is:

Ferrell Group Corporate Services, LLC
c/o Steve L. Waserstein
201 S. Biscayne Blvd., 34th Floor
Miami, Florida 33131

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ARTICLE V

This limited liability company shall be a manager managed company (rather than a member managed).

The name and address of the initial members and managers are:

Richard Waserstein
1124 Kane Concourse
Bay Harbor Islands, Florida, 33154

and

Alan Waserstein
6001 N.W. 153rd Street
Suite 110
Miami Lakes, Florida 33014

ARTICLE VI

The period of duration for the Limited Liability Company is perpetual.

The original articles of organization existing prior to this filing are hereby superseded by this Amended and Restated Articles of Organization. The original effective date of the Limited Liability Company's formation shall remain unchanged.

The undersigned has executed and acknowledged these Amended and Restated Articles of Organization on this 28th day of January, 2005.

By: 

Steve L. Wasserstein, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 28th day of January, 2005.

Ferrell Group Corporate Services, LLC

By: 

Steve L. Wasserstein, Registered Agent