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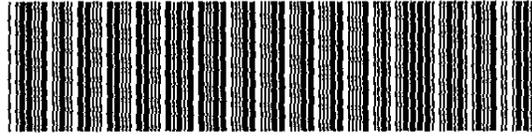
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202735 100198A

AUTHORIZATION :

*Patricia Piquero*

COST LIMIT : \$ 25.00

ORDER DATE : February 14, 2005

ORDER TIME : 11:27 AM

ORDER NO. : 202735-005

CUSTOMER NO: 100198A

CUSTOMER: Ms. Rosalind Piskosz  
Fogel & Cohen Attorneys &  
Suite 111  
2500 N. Military Trail  
Boca Raton, FL 33431

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DOMESTIC AMENDMENT FILING

NAME: KM ORANGE CITY, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
KM ORANGE CITY, LLC  
(A Florida Limited Liability Company)

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**FIRST:** The following amendment to the Articles of Organization was adopted by the Company:

Article III is hereby deleted in its entirety and replaced with the following:

The sole purpose of the Company is to own, manage and operate the property known as the "Kmart - Orange City" located at 806 Saxon Boulevard, Orange City, Florida 32763 (the "Property").

**SECOND:** The following amendment to the Articles of Organization was adopted by the Company:

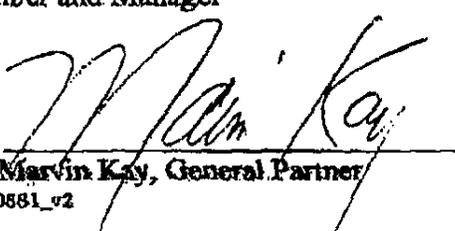
Article VII is hereby added with the following:

A. The Company's ability to incur indebtedness is limited to incurring (1) the indebtedness to LaSalle National Bank, as Trustee for the Registered Holders of GS Mortgage Securities Corporation II, Commercial Mortgage Pass-Through Certificates, Series 1998-C1 (the "Lender"), by and through GMAC Commercial Mortgage Corporation, as Master Servicer (the "Loan"), and (2) liabilities in the ordinary course of business relating to the ownership and operation of the Property located at the Property.

B. The Company (and, as applicable, its members and affiliates) shall not engage in or cause its dissolution, liquidation, consolidation, merger or asset sale, or amendment to its Articles of Organization as long as the Loan is outstanding.

Dated: 2-7- 2005

AKMS, LP, a California limited partnership,  
Member and Manager

By:   
Marvin Kay, General Partner

\*2580561\_v2