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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 278745 5020727

AUTHORIZATION :

COST LIMIT : \$ 55.00

ORDER DATE : March 25, 2005

ORDER TIME : 12:29 PM

ORDER NO. : 278745-030

CUSTOMER NO: 5020727

CUSTOMER: Kurt E. Grosman, Esq
Kurt E. Grosman, Attorney At
5043 Winwood Way

Orlando, FL 32819

DOMESTIC AMENDMENT FILING

NAME: THOROUGHBRED II, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
THE ARTICLES OF ORGANIZATION
OF
THOROUGHbred II, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, Thoroughbred II, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on March 11, 2005, adopts the following Articles of Amendment to its Articles of Organization.

ARTICLE I

The name of the Company is Thoroughbred II, LLC.

ARTICLE II

Article III of the Company's Articles of Organization is deleted in its entirety and the following is substituted in its stead:

Purpose. The Company's purpose shall be solely limited to (i) owning, holding, financing, selling, leasing, transferring, exchanging, operating and managing that certain light industrial building located in Broward County, Florida and commonly referred to as Westpoint Industrial II (the "Project") (ii) entering into the loan documents with Bank of America, N.A., a national banking association (the "Lender"), (iii) refinancing the Project in connection with a permitted repayment of the loan with Lender, and (iv) transacting any and all lawful business for which an entity may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE III

These Articles of Amendment shall be effective at the time of their filing with the Florida Department of State.

The undersigned has signed these Articles of Amendment of the Articles of Organization of the Company as its Manager pursuant to the provisions of Section 608.408 of the Florida Limited Liability Company Act.

DATED: March 24, 2005.

THOROUGHBRED II, LLC., a Florida limited liability company

By: 

Robert W. Theisen, Jr., Manager