

Division of Corporations

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L 05000051582

Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

M. RUBINSON, LLC

Certificate of Status	0
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Estimated Charge	\$25.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT AND
WRITTEN CONSENT OF ALL OF THE MEMBERS OF
M. RUBINSON, LLC
A FLORIDA LIMITED LIABILITY COMPANY
RE APPOINTMENT OF MANAGERS
(Document Number L05000051582)**

The undersigned, being all of the members of **M. RUBINSON, LLC**, a Florida limited liability company (the "Company") hereby adopt the following resolutions by written consent:

WHEREAS, the undersigned are the sole members of the Company and in furtherance thereof have entered into the Operating Agreement of the Company; and

WHEREAS, the initial Manager of the Company, Mitchell Robinson, has resigned and the Company desires to appoint new managers.

WHEREAS, the Company desires to appoint **TKLCG, LLC**, a Florida limited liability company ("TKLCG") and **OPPENHEIM REAL ESTATE VENTURES, LLC**, a Florida limited liability company ("Oppenheim Ventures"), as Managers of the Company.

RESOLVED, that **TKLCG** (signing by Todd Glaser as Managing Member of **TKLCG**) and **Oppenheim Ventures** are hereby appointed as Managers of the Company, in their individual capacity acting singularly, be, and they are hereby authorized and empowered to take all such further action and to execute and deliver all such further agreements, instruments and other documents in the name and on behalf of the Company, including the execution and delivery of all documents required by the City of Miami Beach, Miami-Dade County, any Contractor, Materialman, Supplier or other party to be executed by the Company and/or to consummate the redevelopment and additional construction of and to the Property located at 5020 North Bay Road, Miami Beach, Florida 33140, as contemplated by the Business Plan and Budget as set forth in the Operating Agreement of the Company (all of which are to be in such form and substance as the Members may deem necessary or desirable) and to do any and all other things that the members of the Company, in their sole discretion pursuant to the Operating Agreement of the Company, may deem necessary or desirable to effectuate the intent, and to pay any and all such expenses and taxes, as shall be deemed to be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated therein;

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RESOLVED, that any individual Contract, document or obligation of the Company binding on the Company (other than permits) in an amount in excess of \$2,500 shall be signed by both Managers of the Company (the execution thereof by both Managers to be conclusive evidence of the approval of the form and substance thereof by the Company). Todd Glaser may sign all governmental building and other permits as Managing Member of TKLCG as Manager of the Company without the execution of any other party.

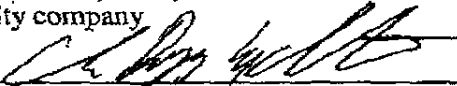

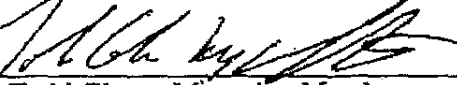


RESOLVED, that the taking of any action or the execution and delivery of any document authorized by the foregoing resolutions, and each of them, in the name and on behalf of the Company, be deemed, and it hereby is authorized and empowered to be deemed, conclusive proof of the approval thereof;

RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions by TKLCG and/or Oppenheim Ventures, as the Managers of the Company, be, and they hereby are, approved, ratified and confirmed in all respects.

This Written Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Written Consent.

The undersigned, being all of the members of the Company have executed this Written Consent as of the 6th day of October, 2005.

This document has been duly executed and filed in accordance with Florida Statutes §608.411

COMPANY:	MEMBERS:
OPPENHEIM REAL ESTATE VENTURES, LLC , a Florida limited liability company By:  Chad Oppenheim, Manager by: Charles H. Ratner, Attorney-in-Fact	NORTH BAY ROAD VENTURES, LLC , a Florida limited liability company By:  Ilona Matti, Manager by: Charles H. Ratner, Attorney-in-Fact
TKLCG, LLC , a Florida limited liability company By:  Todd Glaser, Managing Member by: Charles H. Ratner, Attorney-in-Fact	OPPENHEIM REAL ESTATE VENTURES, LLC , a Florida limited liability company By:  Chad Oppenheim, Manager by: Charles H. Ratner, Attorney-in-Fact
	TKLCG, LLC , a Florida limited liability company By:  Todd Glaser, Managing Member by: Charles H. Ratner, Attorney-in-Fact (((H05000286096 3)))