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Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY AMENDMENT

ANGLER'S REEF MEZZ BORROWER, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted June 22, 2005 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Angler's Reef Mezz Borrower, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on June 1, 2005.

Article III. Address

The Company's street and mailing address is:

Angler's Reef Mezz Borrower, LLC
1115 Marbella Plaza Drive
Tampa FL 33619

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Feldman Koenig & Highsmith, P. A.
3158 Northside Drive
Key West FL 33040

Robert E. Highsmith, Esq. | FL Bar Member 0030333
Feldman Koenig & Highsmith, P. A.
3158 Northside Drive
Key West FL 33040
1-305-298-8851

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Article V. Transfersability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:
 CORTEX DEVELOPMENT GROUP II, LLC
 1115 Marbella Plaza Drive Tampa FL 33619

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Anglor's Reef Merz Borrower, LLC

By: [Signature]
 by J. Marston as attorney-in-fact

Name: Derek Parker

Title: Manager

Date: June 22, 2005

Robert E. Highsmith, Esq. | FL Bar Member 0030333
 Feldman Koenig & Highsmith, P. A.
 3158 Northside Drive
 Key West FL 33040
 1-305-298-8851

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 TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Angler's Reef Mezz Borrower, LLC

REGISTERED AGENT/OFFICE:

Feldman Koenig & Highsmith, P. A.
3158 Northside Drive
Key West FL 33040

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FELDMAN KOENIG & HIGHSMITH, P. A.

Date: June 22, 2005

Robert E. Highsmith, Esq. | FL Bar Member 0030333
Feldman Koenig & Highsmith, P. A.
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