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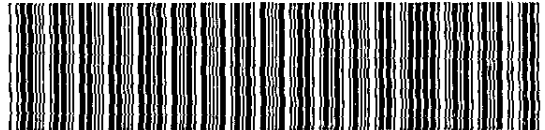
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 511982 4304009
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 55.00

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ORDER DATE : July 28, 2005

ORDER TIME : 3:43 PM

ORDER NO. : 511982-005

CUSTOMER NO: 4304009

CUSTOMER: Gary J. Cohen
Shutts & Bowen LLP
1500 Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: AZOR WESTGATE LLC

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF AZOR WESTGATE LLC

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FIRST: The date of filing of the Articles of Organization was June 7, 2005.

SECOND: The following amendment to the Articles of Organization was adopted by the limited liability company:

ARTICLE IV
Purposes

The sole and exclusive purpose of the Company shall be to acquire and hold a limited liability company interest in Westgate Square LLC, a Delaware limited liability company ("Westgate"), which shall in turn (i) acquire that certain real property commonly known as Westgate Shopping Center, located in Sunrise, Broward County, Florida and certain adjacent vacant land, as more particularly described in the Operating Agreement of Westgate, and (ii) own, hold, manage, operate, improve, renovate, develop, maintain and repair, construct improvements upon, sell, lease or otherwise dispose of and mortgage or otherwise encumber all or any part of the Property. The Company may engage in such other activities as are reasonably incidental to the purpose and business of the Company set forth herein. Except by the decision of all of the Members of the Company, evidenced in writing, and the prior written consent of Wells Fargo Bank, N.A., as Trustee under that certain Pooling and Servicing Agreement dated as of December 1, 2004 for Certificateholders of GMAC Commercial Mortgage Securities, Inc. Commercial Mortgage Pass-Through Certificates Series 2004-C3 (the "Lender") for so long as that certain loan in the original principal amount of \$16,500,000 held by Lender remains outstanding, the Company shall not engage in any other business or activity.

DATED: July 17, 2005

BETH AZOR REVOCABLE TRUST,
Managing Member

By: 

Name: Beth Azor
Title: Trustee