

Division of Corporations

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4205 ONE MIAMI LLC

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF ORGANIZATION  
OF  
4205 ONE MIAMI LLC**

FIRST: The Articles of Organization were filed on December 28, 2005 and assigned document number L05000123233.

SECOND: **ARTICLE VII** of Articles of Organization has been amended as set forth below and was adopted by the limited liability company. The amended ARTICLE VII states the following:

**ARTICLE VII**

**Management**

The Company will be managed by at least one (1) independent manager and is, therefore, a **manager-managed company**. The sole manager is:

Albert J. Lazo  
1680 Michigan Avenue Suite 1016A  
Miami Beach, FL 33139

**ARTICLE IX** of Articles of Organization has been added as set forth below and was adopted by the limited liability company. ARTICLE IX states the following:

**ARTICLE VIII**

**AUTHORITY AND RIGHTS OF THE MANAGER**

All rights to manage the affairs of the Company shall be vested in the Manager of the Company. The Manager have full power and authority to do, execute and perform every act necessary on behalf of the Company, including, but not limited to, the authority and right to perform the following actions:

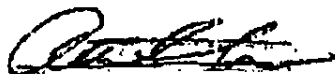
- i) To purchase, sell, convey, mortgage or transfer any real property (or rights therein) owned in whole or in part by the Company.
- ii) To lend money, encumber real property and perform any other actions, deemed necessary and in the best interest of the Company.
- iii) To borrow money and issue evidences of indebtedness necessary, convenient, or incidental to the accomplishment of the purposes of the Company, and secure the same by mortgage, pledge, or other lien on any Company assets.
- iv) Make any investment or acquire by purchase, lease, or otherwise, any real or personal property ("Investment") which may be necessary, convenient, or incidental.
- v) Make any expenditure deemed necessary, convenient or incidental to the accomplishment of the Company, in the Manager's sole discretion.

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- vi) Execute, in furtherance of any or all of the purposes of the Company, any warranty deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract, or other instrument purporting to purchase, acquire, convey or encumber any or all of the Company assets or real property.
- vii) Prepay in whole or in part, refinance, recast, increase, modify, or extend any liabilities affecting the assets of the Company and in connection therewith execute any extensions or renewals of encumbrances on any or all of such assets.
- viii) Care for and distribute the funds of the Company by way of cash income, return of capital, or otherwise.
- ix) To legally bind the Company.
- x) Institute, prosecute, defend, settle, compromise, and dismiss lawsuits or other judicial or administrative proceedings brought on or in behalf of, or against, the Company, and to engage counsel or others in connection therewith.

**AUTHORIZED REPRESENTATIVE**

IN WITNESS WHEREOF, I have made and subscribed these Articles of Amendment this \_\_\_ day of February 2008.



Albert J. Lazo, Esq., Authorized Representative