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Division of Corporations

FAX NO. 9547618475

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LD6000042655

Florida Department of State
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PEARSON LAFAYETTE, LLC

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF
PEARSON LAFAYETTE, LLC**

The following provisions of the Articles of Organization of PEARSON LAFAYETTE, LLC, a Florida limited liability company (the "Company"), filed with the Department of State on April 25, 2006, document number L06000042655, be and they are hereby, amended as shown below:

1. Article III of the Articles of Organization of this Company is hereby deleted in its entirety and replaced with the following:

Article III

The purpose of the Company shall be solely to acquire, operate and dispose of that real property located at 3810 Ambassador Caffery Parkway, Lafayette, Louisiana 70503, commonly known as Pearson Shopping Center, in Lafayette, Louisiana (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

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2. Article VI is hereby added as a new Article to the Articles of Organization of this Company as follows:

Article VI

Notwithstanding anything to the contrary contained in these Articles of Organization, the Company and its Managers and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or these Articles of Organization, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to Lender, except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Manager or Member, or any other event or act causing dissolution of the Company pursuant to Sec. 608.441, Florida Statutes, or these Articles of Organization, shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles of Organization, except upon the express written consent of Lender. Any

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amendments to this provision of Article VI of these Articles of Organization, shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This article shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

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

Dated: May 5, 2006

By: 
Name: Steve Samberg
Title: Manager

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