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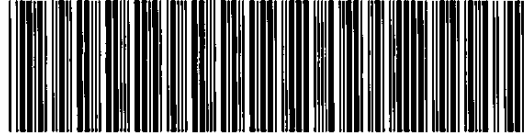
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AKERMAN SENTERFITT

DANA WISER

Requester's Name

106 East College Avenue, Suite 1200

Address

TALLAHASSEE, FL

224-9634

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BOOTHCO Continental, LLC

(Corporation Name)

(Document #)

2. BOOTHCO High Park, LLC

(Corporation Name)

(Document #)

3. BOOTHCO High Park Holding Corp.

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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Not for Profit

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Limited Liability

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Domestication

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Other

AMENDMENTS

☐

Amendment

☐

Resignation of R.A., Officer/Director

☐

Change of Registered Agent

☐

Dissolution/Withdrawal

Merger

OTHER FILINGS

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Annual Report

☐

Fictitious Name

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Foreign

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Limited Partnership

☐

Reinstatement

☐

Trademark

☐

Other

REGISTRATION/QUALIFICATION

Examiner's Initials



Fort Lauderdale
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Orlando
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Tampa
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Suite 1200
106 East College Avenue
Tallahassee, FL 32301
www.akerman.com
850 224 9634 *tel* 850 222 0103 *fax*

October 18, 2006

VIA HAND DELIVERY

Division of Corporations
Department of State
2661 Executive Center Circle West
Tallahassee, FL 32301

**Re: Amended and Restated Articles of Organization for
BOOTHCO High Park, LLC**

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Amended and Restated Articles of Organization and Designation of Registered Agent for the above referenced limited liability company.

Please file these Articles, certify one copy, and stamp the other copy "Filed." Please also provide a Certificate of Status.

I have enclosed a check in the amount of \$60.00 for the filing fee, certification fee, and certificate of status. Our messenger will pick up the certified copy, the stamped copy, and the certificate of status after 2:00 p.m. on Friday, October 20, 2006.

Sincerely,

Nancy M. Wallace

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OCT 18 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BOOTHCO HIGH PARK, LLC**

(Filed in accordance with 608.411, F.S.)

These Amended and Restated Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608). These Amended and Restated Articles of Organization amend and restate the Articles of Organization filed for BOOTHCO High Park, LLC, on May 16, 2006.

Article 1 — Name

The name of this limited liability company is BOOTHCO HIGH PARK, LLC ("Company").

Article 2 — Purpose

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as 1111 on High, located at 1111 High Road, Tallahassee, Leon County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

Article 3 — Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 4 — Mailing Address and Street Address

The Company's address is 625 East Tennessee Street, Tallahassee, Florida 32308.

Article 5 - Registered Agent and Office

The name of the initial registered agent of the Company is Nancy M. Wallace, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 6 — Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

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TALLAHASSEE, FLORIDA

Article 7 — Management of the Company

The management of the Company is reserved to its members. The following person will initially be the managing member:

BOOTHCO High Park Holding Corp.
625 East Tennessee Street
Tallahassee, Florida 32308

Article 8 — Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 — Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

Article 10 — Powers and Duties

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members, the Managing Member shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of that certain Note in the original principal amount of \$10,450,000.00 (the "Note") and other indebtedness expressly permitted therein or in the documents executed in connection with or as security for such Note (collectively, the "Loan"), and to grant a mortgage, lien or liens on the Company's Property to secure the Loan (the "Mortgage");
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;
- (v) amend, modify or alter Articles 2, 10, 11, 12 and 13; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member shall have no authority to take any action in items (i) through (iii) and (v) and (vi) without the prior written consent of the holder of the Mortgage.

Article 11 — Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

Article 12 — Separateness/Operations Matters

The Company shall:

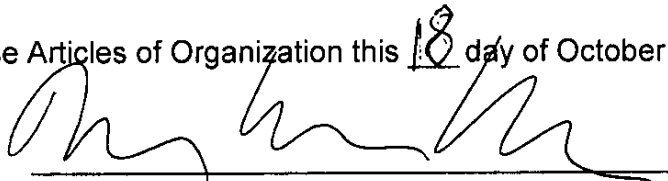
- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

- (v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

Article 13 — Effect of Bankruptcy, Death or Incompetency of a Member

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

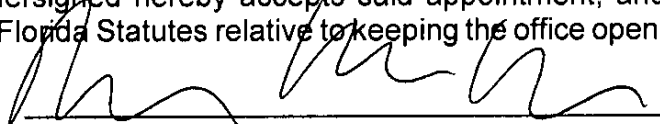
The undersigned executed these Articles of Organization this 18 day of October, 2006.



Nancy M. Wallace
Authorized Representative for the Members

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.



Nancy M. Wallace