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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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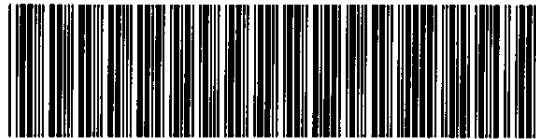
(Business Entity Name)

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J. BRYAN FEB 28 2007

**KLEINMAN & ARRIZABALAGA, P.A.**

Attorneys at Law

Washington Mutual Bank Building  
150 S.E. 2<sup>nd</sup> Avenue  
Suite 1105  
Miami, Florida 33131  
Phone (305) 377-2728  
Facsimile (305) 377-8390

Eric S. Kleinman  
Markel Arrizabalaga  
Jose I. Tremols, of Counsel

esk@ka-law.net  
ma@ka-law.net  
jit@ka-law.net  
www.ka-law.net

February 23, 2007

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Phillip Barocas Property I, LLC  
Our File No.: 3010.0002

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To Whom It May Concern:

Enclosed please find an Articles of Amendment to Articles of Organization of Phillip Barocas Property I, LLC. along with a check for \$25.00 for the filing of same.

If you should have any questions, please feel free to call me.

Sincerely,



Markel Arrizabalaga

MA:kam  
Enclosure

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
PHILLIP BAROCAS PROPERTY I, LLC**

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The undersigned Phillip Barocas Property I, LLC (the "Company"), a limited liability company formed under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, in order to amend and restate its Articles of Organization, hereby certifies as follows:


FIRST: The Company filed its Articles of Organization with the Florida Department of State on July 28, 2006 with the Florida Department of State.

SECOND: The following amendments to the Articles of Organization were adopted by the Company.


The Articles of Organization of the Company are amended and restated to read in their entirety as set forth in Exhibit A attached hereto.

Dated: July 28, 2006

PHILLIP BAROCAS PROPERTY I, LLC

By:   
Phillip Barocas

Its: Co-Manager

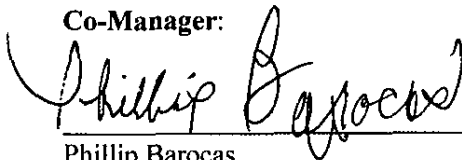
By:   
Richard Barocas

Its: Co-Manager

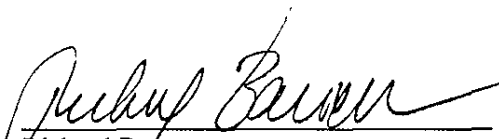
**CERTIFICATE**

The undersigned hereby agree, acknowledge and certify that the foregoing Operating Agreement, together with the attached exhibits **A, B, C, and D**, constitutes the entire Operating Agreement of **PHILLIP BAROCAS PROPERTY I, LLC**, a Florida Limited Liability Company, adopted by the Members of the Company as of the day month and year first written above.

**Co-Manager:**

  
Phillip Barocas

**Co-Manager:**

  
Richard Barocas

**Members:**

Phillip Barocas Living Trust

By:   
Name: Phillip Barocas  
Title: Trustee

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**PHILLIP BAROCAS PROPERTY I, LLC**

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**ARTICLE I**

**NAME**

The name of the limited liability company (the "Company") is **Phillip Barocas Property I, LLC**.

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Company is:  
1300 S. Highway A1A, Unit 118, Jupiter, Florida 33477.

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company registered office is located at 1300 S. Highway A1A, Unit 118, Jupiter, Florida 33477 and its registered agent at that address is Phillip Barocas.

**ARTICLE IV**

**MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by at least two (2) Co-Managers, Phillip Barocas and Richard Barocas. The Company is, therefore, a manager-managed limited liability company. Each Co-Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. Each Co-Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

## **ARTICLE V**

### **PURPOSE**

The nature of the business and of the purposes to be conducted and promoted by the Company shall be (i) to engage in any lawful business under the Florida Limited Liability Company Act and applicable law that the Member(s) determine in his or their discretion that the Company shall engage in, and (ii) to do all things necessary or incidental thereto, including, without limitation, acquiring, investing in, owning, managing, voting, disposing of and otherwise dealing with real estate and other investments.

## **ARTICLE VI**

### **INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any Person (as hereinafter defined) who was or is a party to any proceeding by reason of the fact that such Person is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if such Person acted in good faith and in a manner such Person reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe such Person's conduct was unlawful. The Company shall reimburse each Person for all costs and expenses, including attorneys' fees, reasonably incurred by such Person in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. "Person" shall mean and include an individual, corporation, partnership, association, limited liability company, trust, estate, or other entity.

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