

L06000118040

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print (this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H110002999273)))



H110002999273ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : JAM MARK LIMITED
Account Number : 120000000112
Phone : (305)789-7758
Fax Number : (305)789-7799

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MET II OFFICE LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$55.00

RECEIVED

14 DEC 22 AM 6:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 22 AM 8:27

FILED

Electronic Filing Menu Corporate Filing Menu Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

T. HAMPTON
DEC 9 7 2011
EXAMINER

H11000299927 3

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
MET II OFFICE LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), the undersigned desiring to amend and restate the articles of organization of MET II OFFICE LLC, a limited liability company (the "Company") duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on December 11, 2006 and assigned document number L06000118040. The undersigned confirms that these Amended and Restated Articles of Organization were adopted by the sole Manager and sole Member of the Company by a Written Consent of the sole Manager and sole Member of the Company on December 22, 2011 and were duly executed and are being filed in accordance with section 608.411 of the Act. The following Amended and Restated Articles of Organization hereby amend and restate the provisions of the Company's original Articles of Organization in their entirety:

**ARTICLE I
NAME**

The name of the limited liability company is **MET II OFFICE LLC** (the "Company").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Company is c/o Metropolitan Life Insurance Company, 101 East Kennedy Boulevard, Suite 2330, Tampa, FL 33602.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 1200 South Pine Island Road, Plantation, FL 33324 as the street address of the initial registered office of the Company and names CT Corporation System as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The Company shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager shall serve in such capacity until their successor(s) is duly elected and qualified. The

FILED
2011 DEC 22 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H11000299927 3

name and address of the Manager is Met II Office Mezzanine, LLC, c/o Metropolitan Life Insurance Company, 101 East Kennedy Boulevard, Suite 2330, Tampa, FL 33602.

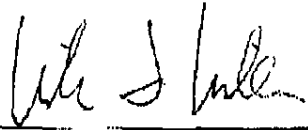
ARTICLE VI
PURPOSE

The purpose of the Company shall be solely to acquire, own, develop, build, operate, lease, finance, mortgage, sell and/or otherwise deal with the property currently known as 333 S.E. 2nd Avenue, Miami, Florida or any interest in or part thereof, and to do any and all things necessary or incidental to any of the foregoing to carry out and further the business of the Company as contemplated in the Operating Agreement. The Company is permitted to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under the laws of the State of Florida that are related or incidental to and necessary, convenient or advisable for the accomplishment of the above-mentioned purposes (including the entering into of interest rate or basis swap, cap, floor or collar agreements, currency exchange agreements or similar hedging transactions and referral, management, servicing and administration agreements).

ARTICLE VII
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of December, 2011.



William L. Miller,
Duly Authorized Representative of the
sole Member

FILED
2011 DEC 22 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#10837449_v1