

L08000082888

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TCP INVESTMENT GROUP, LLC

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
TCP INVESTMENT GROUP, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, TCP INVESTMENT GROUP, LLC, a Florida limited liability company (hereinafter, the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

**FIRST:** The Articles of Organization were filed on August 29, 2008, and assigned document number L08000082888

**SECOND:** Article III is hereby amended in its entirety to read as follows:

**ARTICLE III  
PURPOSE**

"The Company's business and purpose shall consist solely of the acquisition, ownership, operation and maintenance of the real estate project known as Town and Country Plaza, located at 13712 SW 152<sup>nd</sup> Street, Miami, Florida (the "Property") and such other lawful activities permitted to limited liability companies by the Limited Liability Company Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing"

**THIRD:** A new Article VI is hereby added to the Company's Articles of Organization reading as follows:

**"ARTICLE VI. LIMITATIONS**

Until such time as all obligations secured by a first priority mortgage incurred in connection with any financing of the Property in favor of American General Life Insurance Company, a Texas corporation, have been paid in full, the Company represents and warrants that it has not, and covenants and agrees that from and after the date hereof the Company shall not:

- (A) engage in any business or activity other than owning, operating, leasing and managing the Property;
- (B) acquire or own a material asset other than the Property and incidental personal property;
- (C) maintain its assets in a way difficult to segregate and identify or commingle its assets with the assets of any other person or entity;

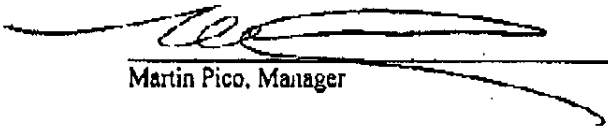
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- (D) fail to hold itself out to the public as a legal entity separate from any other;
- (E) fail to conduct business solely in its name or fail to maintain records, accounts or bank accounts separate from any other person or entity;
- (F) file or consent to a petition pursuant to applicable bankruptcy, insolvency, liquidation or reorganization statutes, or make an assignment for the benefit of creditors without the unanimous consent of its Members;
- (G) incur additional indebtedness except for trade payables in the ordinary course of business of owning, operating, leasing and managing the Property;
- (H) dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets; or
- (I) modify amend or revise its organizational documents."

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 28 day of June, 2011.

  
Martin Pico, Manager

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