

L10000068576

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/11/2012

REF. #: 000150.160023

CORP. NAME: MARY BRICKELL VILLAGE HOTEL, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 542944 FOR \$ 25.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
MARY BRICKELL VILLAGE HOTEL, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of the limited liability company is MARY BRICKELL VILLAGE HOTEL, LLC (the "Company").
2. The Articles of Organization were filed on June 28, 2010, and assigned document number L10000068576.
3. The Amendments to the Articles of Organization set forth below were adopted and approved by all of the members of the Company.
4. The Company's Articles of Organization are hereby amended as follows:
 - A. The following Article VII is hereby added to the Company's Articles of Organization:

Single Purpose Entity. For so long as the real property (the "Real Property") owned by the Company and the hotel (the "Hotel") to be constructed thereon shall be encumbered by that certain loan in the amount of \$7,500,000 from City National Bank of Florida to the Company (the "Loan"), 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 Real Property, or become a shareholder of or a member or partner in any entity which acquires any property other than the Real Property, until such time as the Loan has been fully repaid. The Company covenants:

1. To maintain its assets, accounts, books, records, financial statements, stationery, invoices, and checks separate from and not commingled with any of those of any other Person;
2. To conduct its own business in its own name, pay its own liabilities out of its own funds, allocate fairly and reasonably any overhead for shared employees and office space, and to maintain an arm's length relationship with its Affiliates;
3. To hold itself out as a separate entity, correct any known misunderstanding regarding its separate identity, maintain adequate capital in light of its contemplated business operations, and observe all organizational formalities;
4. Not to guarantee or become obligated for the debts of any other Person or hold out its credits as being available to satisfy the obligations of others, including not acquiring obligations or securities of its partners, members or shareholders;
5. Not to pledge its assets for the benefit of any other Person or make any loans or advances to any Person;
6. Except as permitted in accordance with the documents executed in connection with the Loan, not to enter into any contract or agreement with any Affiliates, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any Affiliate;

7. Neither the Company nor any constituent party of the Company will seek the dissolution or winding up, in whole or in part, of the Company, nor will the Company merge with or be consolidated into any other entity;
 8. The Company has and will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any constituent party of the Company, any Affiliate, any guarantor of the Loan or any other person;
 9. The Company now has and will hereafter have no debts or obligations other than normal accounts payable in the ordinary course of business, the Loan and any other indebtedness or other obligation permitted pursuant to the terms of the documents executed in connection with the Loan.
5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

This Certificate of Amendment to Articles of Organization is dated as of January 10, 2012.

[signatures on following page]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment as of the date hereinabove set forth.

COMPANY:

MARY BRICKELL VILLAGE HOTEL, LLC

By: 

Print Name: Francisco Arocha

Title: Manager