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P.O. Box 37066 (32307-0666) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Emerald Lake Plaza, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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**SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF EMERALD LAKE PLAZA, L.C.**

THE UNDERSIGNED, pursuant to the provisions of Section 608.⁴₁₁ of the Florida Statutes
do hereby execute these Second Amended and Restated Articles of Organization for **EMERALD
LAKE PLAZA, L.C.**, which shall become effective upon their filing with the Secretary of State.
EMERALD LAKE PLAZA, L.C. was originally filed on November 24, 1993. Amended and
Restated Articles of Organization of **EMERALD LAKE PLAZA, L.C.** was filed with the Secretary
of State on May 23, 1997. The Articles of Organization of **EMERALD LAKE PLAZA, L.C.**
further amended and restated as follows:

1. NAME

The name of the Limited Liability Company is:

EMERALD LAKE PLAZA, L.C.

2. PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of filing until the
first to occur of the following:

(i) Thirty (30) years from the date of filing of these Second Amended and Restated Articles
of Organization with the Department of State; or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida
Limited Liability Company Act.

3. PURPOSE

The purpose for which the Limited Liability Company is organized shall be to develop an office
building upon the real property described on Exhibit "A" attached hereto and made a part hereof
located within the "Corporate Park at Emerald Lake", Broward County, Florida consisting of

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approximately 28,600 square feet or .6565 acres and to manage, operate, mortgage, lease, sell or otherwise deal with such property or any part thereof, and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in the Limited Liability Company organized and existing by virtue of said laws.

4. ADDRESS OF PLACE OF BUSINESS

The address of the place of business in Florida for the Limited Liability Company is 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is STEVEN B. BERMAN, 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

6. CAPITAL CONTRIBUTIONS

Upon the initial organization of this Limited Liability Company, the total amount of cash and the agreed value of all property other than cash contributed was \$15,600.00. An additional \$233,550.00 has been contributed to the Limited Liability Company, making a total sum of \$249,150.00.

7. ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Second Amended and Restated Articles of Organization. Additional contributions, if any, will be made by the vote of a majority of all of the members in accordance with the provisions of Paragraph 10 below.

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8. ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing members.

9. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members; provided that at least two members remain.

10. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited Liability Company are as follows:

NAME
PERCENTAGE

ADDRESS

HOWARD B. BERMAN

3990 Sheridan Street
Suite 209
Hollywood, FL 33021

55.0%

SUSY BERMAN

3990 Sheridan Street
Suite 209
Hollywood, FL 33021

30.0%

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STEVEN B. BERMAN

3990 Sheridan Street
Suite 209
Hollywood, FL 33021

10.0%

ABRAHAM BATIEVSKY

3990 Sheridan Street
Suite 209
Hollywood, FL 33021

5.0%

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11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

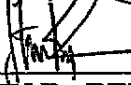
Executed on the 11th day of June, 1997.



HOWARD B. BERMAN



SUSY BERMAN



STEVEN B. BERMAN

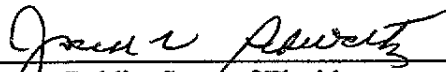


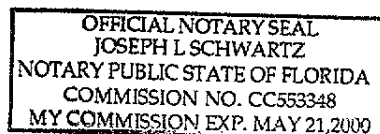
ABRAHAM BATIEVSKY

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by **HOWARD B. BERMAN, SUSY BERMAN, STEVEN B. BERMAN and ABRAHAM BATIEVSKY**, the members of **EMERALD LAKE PLAZA, L.C.**, a Florida Limited Liability Company, who are personally known to me.


Notary Public, State of Florida
at Large
My Commission Expires:




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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of **EMERALD LAKE PLAZA, L.C.**, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent by **EMERALD LAKE PLAZA, L.C.**

Executed this 11th day of June, 1997.



STEVEN B. BERMAN,
REGISTERED AGENT

D:BermanLC.Asn

EXHIBIT "A"
NEW LEGAL DESCRIPTION

A PORTION OF PARCEL "A", "CORPORATE PARK AT EMERALD LAKE", ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 125, PAGE 45, OF THE PUBLIC RECORDS OF BROWARD COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID PARCEL "A", SAME BEING THE SOUTHEAST CORNER OF SAID PLAT; THENCE WEST, ON AN ASSUMED BEARING ON THE SOUTH LINE OF SAID PLAT, 22.20 FEET; THENCE NORTH, PERPENDICULAR TO SAID SOUTH LINE, 97.00 FEET; TO THE POINT OF BEGINNING; THENCE WEST, 65.00 FEET; THENCE NORTH 55.00 FEET; THENCE WEST 320.00 FEET; THENCE NORTH 65.00 FEET; THENCE EAST 385.00 FEET; THENCE SOUTH 120.00 FEET TO THE POINT OF BEGINNING, CONTAINING 28,600 SQUARE FEET OR .6565 ACRES MORE OR LESS, PLUS AN UNDIVIDED 34% INTEREST IN THE COMMON AREAS OF CORPORATE PART AT EMERALD LAKE.

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