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FILED
00 APR 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2000
ORDER TIME : 4:42 PM
ORDER NO. : 664581-005
CUSTOMER NO: 6594A

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*****55.00 *****55.00

CUSTOMER: Susan Stein, Legal Assistant
Green Kahn & Piotrkowski, Pa
317 71st Street
Miami Beach, FL 33141

L98-159
OK H-18
[Handwritten signatures and stamps]

DOMESTIC AMENDMENT FILING

NAME: MIAMI GARDENS PARTNERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
MIAMI GARDENS PARTNERS, L.C.

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TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Limited Liability Corporation adopts the following Articles of Amendment to its Articles of Organization (the "Amendment"):

All amendments set forth herein were adopted on April, 14, 2000, by all the Members of Miami Gardens Partners, L.C. (the "Company").

The name of the Limited Liability Company is Miami Gardens Partners, L.C.

The original date of filing of the Articles of Organization was February 4, 1998.

Except for an amendment filed on July 13, 1998, there have been no other amendments to the Articles of Organization.

FIRST:

Article IV, Nature of Business, is hereby amended to read as follows:

ARTICLE IV

NATURE OF THE BUSINESS

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as Miami Gardens Office Center, located at 99 N.W. 183rd Street, Suite 115, North Miami Beach, FL 33169 (the Property), and all matters related thereto.

SECOND.

MANAGEMENT OF THE COMPANY

Article VIII is amended hereby to read as follows:

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The name and address of the managing member is as follows:

F R A Management, Inc.
99 N.W. 183rd Street, Suite 115
North Miami Beach, FL 33169

THIRD.

The following is hereby added as Article XI to the Articles of Organization:

ARTICLE XI

POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full without the consent of all members, the managing member shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of the One Million Eight Hundred Ninety Thousand and No/100 (\$1,890,000.00) Dollar Mortgage in favor of Orix Real Estate Capital Markets, LLC, its successors or assigns which will be secured by a Mortgage, Security Agreement and Fixture Financing with Assignment of Leases and Rents (the "Mortgage") and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's Property to secure such Mortgage;
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

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- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due, or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;
- (v) amend, modify, or alter Articles VI, VII, VIII, IX, XI, XII, XIII and XIV of these Articles; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member shall have no authority (1) to take any action in items (i) through (vi) unless such action has been approved by a unanimous vote of the Managing Member's Board of Directors, or (2) to take any action in items (i) through (iii) and (v) and (vi) without the written consent of the holder of the Mortgage.

So long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Company shall have a corporate managing member which owns at least at 1% ownership interest in the Company and has articles of incorporation containing the restrictions and terms set forth in Articles II, III and IV of the Managing Member's Articles of Incorporation as of the date hereof, and the Company shall have no other managing members.

FOURTH

The following is hereby added as Article XII to the Articles of Organization:

ARTICLE XII

TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

FIFTH

The following is hereby added as Article XIII of the Articles of Organization:

ARTICLE XIII

SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, indemnify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all other existing organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

SIXTH

The following is hereby added as Article XIV of the Articles of Organization:

ARTICLE XIV.

Article VII is hereby deleted in its entirety and is replaced as hereinafter provided:

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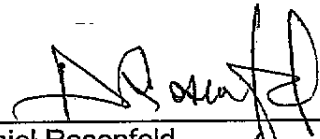
**EFFECT OF BANKRUPTCY, DEATH OR
INCOMPETENCY OF A MEMBER**

The bankruptcy, death dissolution, liquidation, termination or adjudication of incompetency of a member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon each such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent member. (The foregoing shall apply to the extent permitted by applicable law).

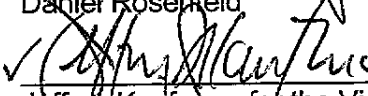
This Amendment may be executed in multiple counter-parts, all of which taken together shall constitute one and the same Amendment.

This Amendment is approved by all of the members of the Company and by the managing member of the Company.

Signed this 14th day of April, 2000.

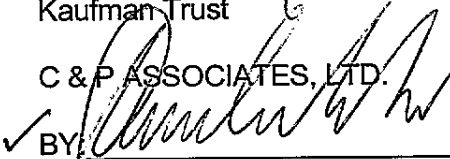


Daniel Rosenfeld


✓ 

Jeffrey Kaufman, for the Victoria
Kaufman Trust

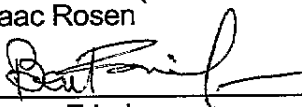
C & P ASSOCIATES, LTD.

✓ BY: 

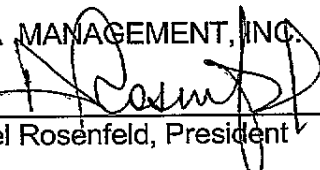
STEVE MENDELOW



Isaac Rosen



Bence Fried

F R A MANAGEMENT, INC.
BY: 

Daniel Rosenfeld, President

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