

L98000000159

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

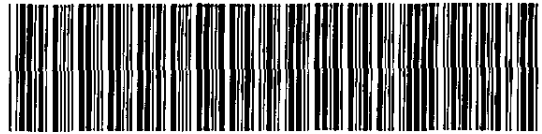
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Certified Copies _____ Certificates of Status _____

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04/29/05--01016--009 **265.00

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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LAW OFFICES
Green, Kahn & Piotrkowski, P.A.

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

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April 18, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Reinstatement of Miami Gardens Partners, L.C. and
Second Amendment to Articles of Organization of
Miami Gardens Partners, L.C.
Document No. L98000000159

Gentlemen:

Enclosed is Reinstatement Form and Second Amendment to the Articles of Organization for Miami Gardens Partners, L.C., together with check in the amount of \$265.00 representing the following:

1.	Filing Reinstatement	\$205.00
2.	Filing Second Amendment	25.00
3.	Certified Copy of Articles	30.00
4.	Certificate of Status	<u>5.00</u>
Total:		\$265.00

Thereafter, return a certified copy of the Articles to us, together with a Certificate of Status.

Your prompt attention to this matter is appreciated.

Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

SECOND AMENDMENT

TO THE

ARTICLES OF ORGANIZATION

OF

MIAMI GARDENS PARTNERS, L.C.

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DEPUTY CLERK OF COURTS
TALLAHASSEE, FLORIDA

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

All amendments set forth herein were adopted on the 1st day of April, 2005, 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 and April 14, 2000, there have been no other amendments to the Articles of Organization.

FIRST:

MANAGEMENT OF THE COMPANY

Article VII is hereby amended to read as follows:

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The name and address of the Managing Member is hereby changed to: Daniel Rosenfeld, 99 N.W. 183rd Street, Suite 115, North Miami Beach, FL 33169. In the event Daniel Rosenfeld cannot serve as Managing Member, Bence Fried is appointed Managing Member of the Company.

ARTICLE III

ANTI-DISSOLUTION PROVISIONS

Notwithstanding anything to the contrary contained in these Articles, the Company and its Managing Members and Members hereby waive their right to dissolve or terminate and waive their right to consent to the dissolution or termination of the

Company or these Articles, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Managing Member or Member, or any other event or act causing dissolution of the Company pursuant to the applicable Florida Statute or these Articles shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles, except upon the express prior written consent of Lender. Any amendment to this Article shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This paragraph shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

ARTICLE IV

SINGLE ENTITY LANGUAGE

The Mortgage, Security Agreement and Fixture Filing specifically provides that the Borrower "shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property commonly known as Miami Gardens Office Center, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property, until such time as the Indebtedness has been fully repaid and all Obligations are satisfied. Borrower's Articles of Organization limit its purpose to the acquisition, operation and disposition of the Property, and such purposes shall not be amended without the prior written consent of Lender". Therefore, the Borrower's "Purpose" is limited to the following:


The purpose of the Company shall be solely to acquire, operate and dispose of that real property described in the attached Exhibit, commonly known as Miami Gardens Office Center, in North Miami, Florida (the "Property"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "Lender"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) 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 Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

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

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Except as modified hereby, the parties do hereby ratify all of the Articles of Miami Gardens Partners, L.C.

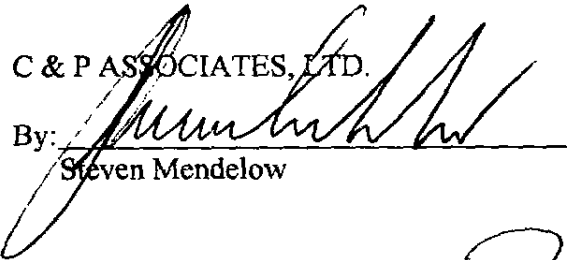
Signed this 1st day of April, 2005.



DANIEL ROSENFELD

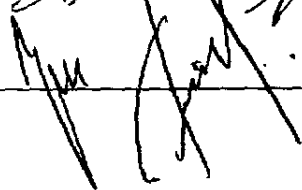


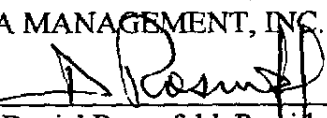
JEFFREY KAUFMAN for the Victoria Kaufman Trust

C & P ASSOCIATES, LTD.
By: 

Steven Mendelow

ISAAC ROSEN 

BENCE FRIED 

FRA MANAGEMENT, INC.
By: 

Daniel Rosenfeld, President.

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