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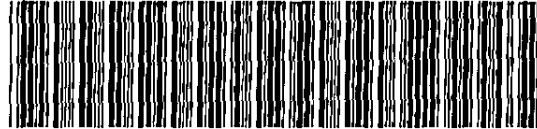
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EFFECTIVE DATE
5/27/05

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05 MAY 24 AM 10:59
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 388887 6594A
AUTHORIZATION :
COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2005
ORDER TIME : 9:58 AM
ORDER NO. : 388887-005
CUSTOMER NO: 6594A

EFFECTIVE DATE
5/27/05

CUSTOMER: Joel S. Piotrkowski, Esq
Green Kahn & Piotrkowski, Pa
317 71st Street

Miami Beach, FL 33141

DOMESTIC AMENDMENT FILING

NAME: MIAMI GARDENS PARTNERS, L.C.

EFFECTIVE DATE: MAY 27, 2005

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: Amanda Haddan -- EXT# 2955
EXAMINER'S INITIALS: _____

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

FILED
05 MAY 24 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
5/27/05

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 16th day of May, 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, April 18, 2000 and April 29, 2005, 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 effective May 27, 2005 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. Notwithstanding the foregoing, Daniel Rosenfeld shall not begin to serve as *Managing Member until and unless the defeasance of that certain Loan from Orix Capital Markets, LLC, as evidenced by a certain promissory note dated April 27, 2000 in the original principal amount of One Million Eight Hundred Fifty-Six Thousand and No/100 (\$1,856,000.00) Dollars, and assigned to Wells Fargo Bank, N.A.. (f/k/a Wells Fargo Bank, Minnesota, N.A.) as Trustee under the Pooling and Servicing Agreement dated August 1, 2000 for the Registered Holders of Salomon Brothers*

Mortgage Securities VII, Inc., Commercial Mortgage Pass-Through Certificates, Series 2000-C2, has been completed. Prior to the aforesaid defeasance, the Managing Member shall be FRA Management, Inc., a Florida corporation.

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

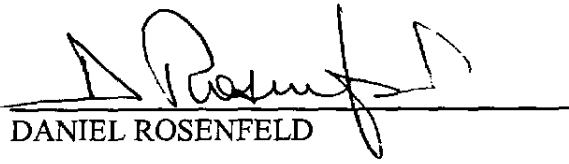
Except as modified hereby, the parties do hereby ratify all of the Articles of Miami Gardens Partners, L.C.

Signed this 16 day of May, 2005.

(See Separate Signature Pages)

Isaac Rosen
ISAAC ROSEN

Bence Fried
BENCE FRIED



DANIEL ROSENFELD

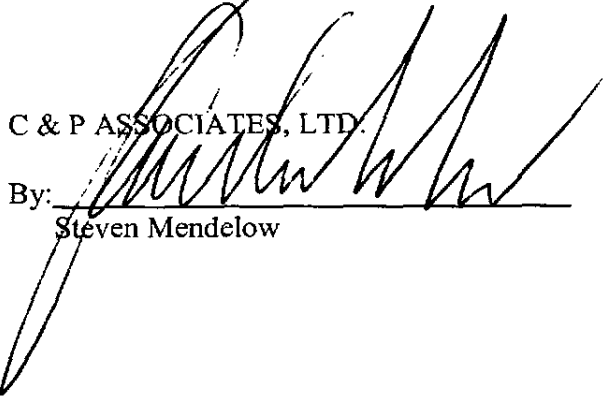
MIAMI GARDENS PARTNERS, L.C., a Florida
Limited Liability Company

By: FRA Management, Inc., a Florida corporation,
the Sole Managing Member

By: 

Daniel Rosenfeld, President

C & P ASSOCIATES, LTD.

By: 
Steven Mendelow

Jeffrey Kaufman
JEFFREY KAUFMAN for the Victoria
Kaufman Trust