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12/01/98

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((H98000022331 6))

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NAME: SHOPPES OF CARROLLWOOD, LLC
AUDIT NUMBER.....H98000022331
DOC TYPE.....BASIC AMRNDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$43.75

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SHOPPES OF CARROLLWOOD, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, **SHOPPES OF CARROLLWOOD, LLC**, a Florida limited liability company (hereinafter, the "Limited Liability Company") adopts the following Certificate of Amendment to its Articles of Organization:

FIRST: The name of the Limited Liability Company is: **SHOPPES OF CARROLLWOOD, LLC.**

SECOND: The date of filing of the Articles of Organization was August 5, 1998.

THIRD: The following amendments to the Articles of Organization were adopted by the sole member and sole manager of the Limited Liability Company on December 1, 1998.

FOURTH: Article I of the Limited Liability Company's Articles of Organization is hereby amended to read in its entirety as follows:

"ARTICLE I. NAME

The name of the limited liability company is: **FLORIDA NEIGHBORHOOD CENTERS LLC."**

THIS INSTRUMENT WAS PREPARED BY:

Stuart K. Hoffman, Esq.
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701 Brickell Avenue
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Miami, Florida 33131
Tel: 305-374-8500
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FIFTH: Article IV of the Limited Liability Company's Articles of Organization is hereby amended to read in its entirety as follows:

"ARTICLE IV. PURPOSE"

The Company is organized solely to acquire fee title to, hold, own, maintain, develop, improve, operate, sell, exchange, lease, mortgage, hypothecate and otherwise use that certain real property and the improvements thereon located at 14400-14446 North Dale Marby, Tampa, Florida, 14300-14394 North Dale Marby, Tampa, Florida, 75 East Indiantown Road, Jupiter, Florida, 13780 SW 56 Street, Miami, Florida and US Highway 1 & Indian Street, Stuart, Florida and any and all improvements located thereon and all proceeds, rents, income and revenue of any nature derived therefrom."

SIXTH: Article VII of the Limited Liability Company's Articles of Organization is hereby amended to read in its entirety as follows:

"ARTICLE VII. MANAGEMENT"

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the Manager is as follows:

Florida Neighborhood Centers Corp.

998 0000 96323

c/o 701 Brickell Avenue
Suite 3000
Miami, Florida 33131

Such Manager shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified."

SEVENTH: The Limited Liability Company's Articles of Organization shall be amended to include the following article:

"ARTICLE IX. NEGATIVE COVENANTS"

Notwithstanding any other provision of these Articles of Organization or any provision of law that otherwise so empowers the Company, and so long as any obligations of the Company in favor of LEHMAN BROTHERS HOLDINGS INC.

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("Lender") remain outstanding and not paid in full, including by reason of having been transferred by the Lender to an entity for rated securitization purposes, the Company shall not, without the prior written consent of the holder of any such obligations, do any of the following:

- A. engage in any business or activity other than those set forth in Article IV or in its Operating Agreement (the "Operating Agreement"), or amend Article IV hereof or the Operating Agreement to change the purpose of the Company as set forth therein;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Company to the Lender and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and debt incurred in the ordinary course of business;
- C. extend any indebtedness to any third party;
- D. dissolve or liquidate, in whole or in part;
- E. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- F. institute proceedings to be adjudicated bankrupt or insolvent or consent to the institution or bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;
- G. change its principal place of business without providing Lender with at least thirty (30) days prior written notice of such change;
- H. amend Articles IX or X of these Articles of Organization;
- I. elect a successor Manager to Florida Community Centers Corp.; or

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- J. if a termination event occurs and the requisite consent of the remaining Members to continue the Company is not obtained, liquidate the collateral that is the subject of the mortgage given by the Company to the Lender."

EIGHTH: The Limited Liability Company's Articles of Organization shall be amended to include the following article:

"ARTICLE X. AFFIRMATIVE COVENANTS

Notwithstanding any other provision of these Articles of Organization or any provision of law that otherwise so empowers the Company, and so long as any obligations of the Company in favor of Lender remain outstanding and not paid in full, including by reason of having been transferred by the Lender to an entity for rated securitization purposes, 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, identify or ascertain such assets;
- C. hold regular meetings of the members of the Company, as appropriate, to conduct the business of the Company, and observe all other organizational formalities;
- D. hold itself out to creditors and the public as a legal entity separate and distinct from any other entity and correct any known misunderstanding regarding its separate identity;
- 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. do or cause to be done all things necessary to preserve its existence;
- G. conduct business in its own name, and use separate stationery, invoices and checks;
- H. not commingle its assets or funds with those of any other person; and
- I. not hold itself to be responsible for the debts or obligations of any other person."

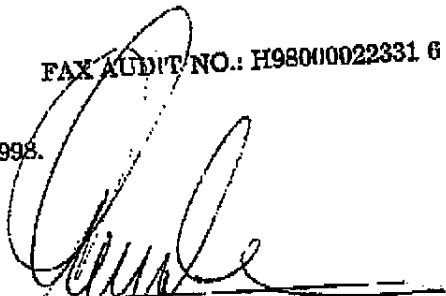
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Signed and dated this 1st day of December, 1998.


Stuart K. Hoffman
Duly Authorized Representative of a
Member

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DIVISION OF CORPORATIONS

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