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LIMITED LIABILITY AMENDMENT

GAZEBO SHOPPING CENTER, LLC

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
GAZEBO SHOPPING CENTER, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, **GAZEBO SHOPPING CENTER, 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: **GAZEBO SHOPPING CENTER, LLC.**

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

THIRD: The following amendment to the Articles of Organization were adopted by all of the members and all of the managers of the Limited Liability Company on May 25, 1999.

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: **ACP SOUTH FLORIDA LLC."**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 26 PM 2:32

THIS INSTRUMENT WAS PREPARED BY:
Stuart K. Hoffman, Esq.
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Miami, Florida 33131
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FIFTH: Articles IV of the Limited Liability Company's Articles of Organization is hereby amended to read in its entirety as follows:

"ARTICLE IV. PURPOSE

The Limited Liability Company is organized to solely serve as a manager of ACP OFFICE I LLC."

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

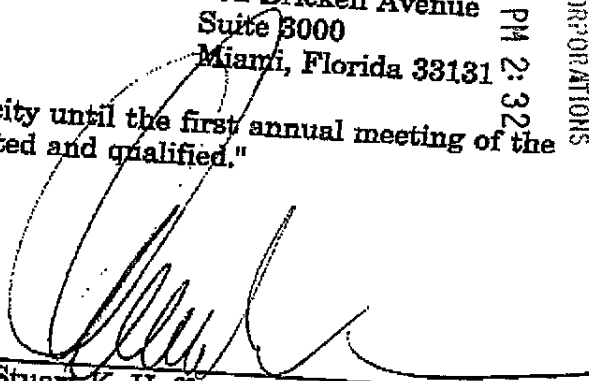
The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the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

ACP SOUTH FLORIDA CORP.

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

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

Signed and dated this 26th day of May, 1999.


Stuart K. Hoffman
Duly Authorized Representative of a
Member

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