

L98000001345

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LIMITED LIABILITY AMENDMENT

ACP SOUTH FLORIDA LLC

L98000001345

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 28, 1999

ACP SOUTH FLORIDA LLC
701 BRICKELL AVENUE, SUITE 3000
MIAMI, FL 33131

SUBJECT: ACP SOUTH FLORIDA LLC
REF: L98000001345

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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Cathy Mitchell
Corporate Specialist

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FROM

FAX AUDIT NO.: H99000012920 7

**SECOND CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ACP SOUTH FLORIDA LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, **ACP SOUTH FLORIDA 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: **ACP SOUTH FLORIDA 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 all of the Members and all of the Managers of the Limited Liability Company on May 27, 1999.

FOURTH: 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 Limited Liability Company is organized to solely serve as a Managing Member of ACP OFFICE I LLC."

[Signature Page Attached]

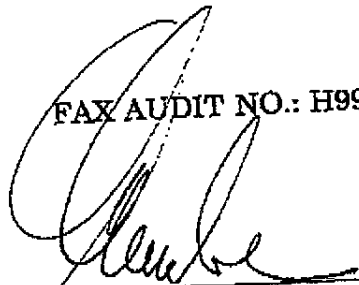
THIS INSTRUMENT WAS PREPARED BY:
Stuart K. Hoffman, Esq.
Fla Bar #: 0186851
Holland & Knight LLP
701 Brickell Avenue
Suite 3000
Miami, Florida 33131
Tel: 305-374-8500
Fax: 305-789-7799

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Signed and dated this 1st day of June, 1999.

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Stuart K. Hoffman
Duly Authorized Representative of a
Member

MIA5-738551

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