

FROM

(TUE) 6. 27' 00 12:39/ST. 12:13/NO. 4200000285 P 1

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Florida Department of State
Division of Corporations
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From:

Account Name : JAM MARK LIMITED
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LIMITED LIABILITY AMENDMENT

ACP SOUTH FLORIDA LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$60.00

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FROM

(TUE) 6.27'00 12:40/ST.12:13/NO.4200000285 P 2

THIRD 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 June 19, 2000.

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: (i) serve as an Operating Member of ACP OFFICE I LLC ("ACP Office"); (ii) obtain a mezzanine loan in an original principal amount not to exceed \$30,000,000 ("Mezzanine Loan") from Highwoods/Florida Holdings L.P. ("Highwoods") pursuant to a Mezzanine Note dated June 7, 1999, which Mezzanine Loan may be assigned to City National Bank of Florida ("Lender") pursuant to an Assignment from Highwoods to Lender to be dated on or about June 20, 2000 and evidenced by an Amended and Restated Mezzanine Note in favor of Lender in an original principal amount not to exceed \$28,000,000 ("Amended and Restated Note"); (iii) pledge, as collateral for the Mezzanine Loan, all of the Limited Liability Company's right, title and interest in and to its membership interest in ACP Office (and all distributions, proceeds and other rights incident thereto) ("Pledge"); and (iv) take all other action necessary to consummate and perform its obligations under the Mezzanine Loan and/or the Pledge, including any extensions, modifications, amendments or restatements thereto."

[Signature to Follow on Next Page]

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Signed and dated this 19th day of June, 2000.

MIA1 #942410 v5


Allen C. de Olazarra

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TALLAHASSEE, FLORIDA