

L980000001415

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Atlanta Taylor LLC

300002641783--9
-09/17/98--01028--007
*****17.50 *****17.50

300002641783--9
-09/17/98--01028--008
*****350.00 *****87.50

Name Availability	MTH
Document Examiner	MTH
Updater	MTH
Juror Verifier	MTH
Acknowledgement	MTH
P. Verifier	MTH

L98-1415

Signature _____

Requested by: _____

9/17/98 9:45

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

☒ L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

☒ Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

DIVISION OF CORPORATION

98 SEP 17 AM 10:12

RECEIVED

98 SEP 17 PM 12:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ATLANTA TAYLOR LLC

We hereby file these Second Amended and Restated Articles of Organization as all the members of the limited liability company formed pursuant to Articles of Organization filed with the Secretary of State of Florida on August 12, 1998, and the laws of the State of Florida. The said filed Articles of Organization are hereby amended to read as follows:

ARTICLE I

NAME

The name of the limited liability company to be formed hereunder is "Atlanta Taylor LLC".

ARTICLE II

DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 10th day of August, 1998, and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III

PURPOSES AND LIMITATIONS

The purpose of the limited liability company is to engage in leasing, management, brokerage, development, equity ownership and other real estate related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

This limited liability company shall be governed and controlled by those certain Regulations entitled Bankruptcy Remote Governance Regulations attached hereto as Exhibit A and Incorporated herein by referenced the same as if fully set forth herein and in the event of any conflict between any of the provisions hereof and said Regulations, the provisions of said Regulations shall govern and supersede for limitations.

ARTICLE IV

POWERS

The limited liability company shall have the power to take any and all actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 17 PM 12:24

ARTICLE V
MAILING ADDRESS AND PLACE OF BUSINESS

The mailing address and place of business in Florida for the limited liability company is 2152 14th Circle North, St. Petersburg, Florida 33713.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

Tucker Aguirre
2854 Johnson Ferry Road, Suite 150
Marietta, Georgia 30062

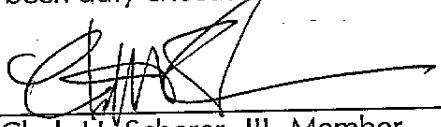
Larry Sertich
2854 Johnson Ferry Road, Suite 150
Marietta, Georgia 30062

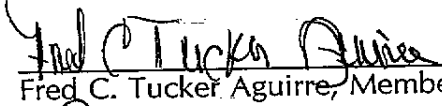
Clark H. Scherer, III
2152 14th Circle North
St. Petersburg, FL 33713

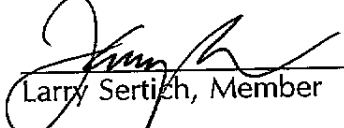
ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent is J. Bob Humphries.

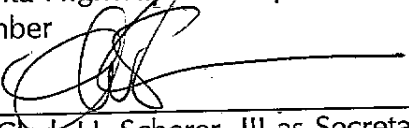
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 15th day of September, 1998. This has been duly executed and filed in accordance with Section 608.411, Florida Statutes


Clark H. Scherer, III, Member


Fred C. Tucker Aguirre, Member


Larry Sertich, Member

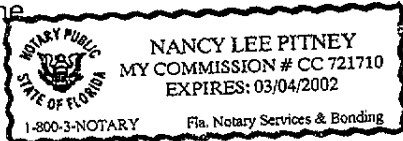
Atlanta Highway Development Corporation,
Member

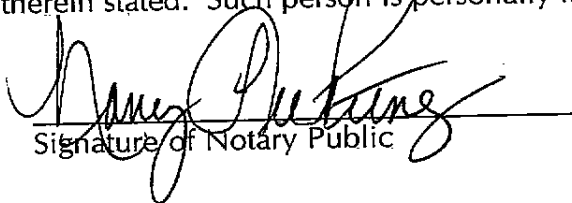
By: 
Clark H. Scherer, III as Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 12:24

STATE OF FLORIDA
COUNTY OF PINELLAS

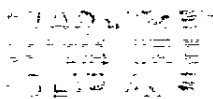
The foregoing instrument was acknowledged before me this 15th day of September, 1998, by Clark H. Scherer, III, a member of Atlanta Taylor LLC, as his fee act and deed for the uses and purposes therein stated. Such person is personally known to me.

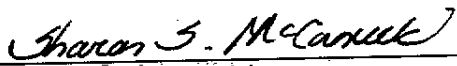



Signature of Notary Public

STATE OF GEORGIA
COUNTY OF FULTON

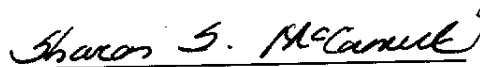
The foregoing instrument was acknowledged before me this 8th day of SEPTEMBER, 1998, by Fred C. Tucker Aguirre, a member of Atlanta Taylor LLC, as his fee act and deed for the uses and purposes therein stated. Such person is personally known to me.




Signature of Notary Public
Notary Public, Fulton County, Georgia.
My Commission Expires June 1, 1999.

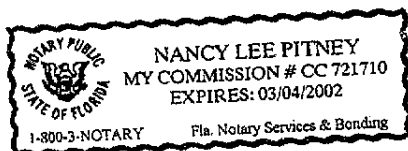
STATE OF GEORGIA
COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 8th day of SEPTEMBER, 1998, by Larry Sertich, a member of Atlanta Taylor LLC, as his fee act and deed for the uses and purposes therein stated. Such person is personally known to me.


Signature of Notary Public
Notary Public, Fulton County, Georgia.
My Commission Expires June 1, 1999.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of September, 1998, by Clark H. Scherer, III, as Secretary of Atlanta Highway Development Corporation a member of Atlanta Taylor LLC, as his fee act and deed for the uses and purposes therein stated. Such person is personally known to me.



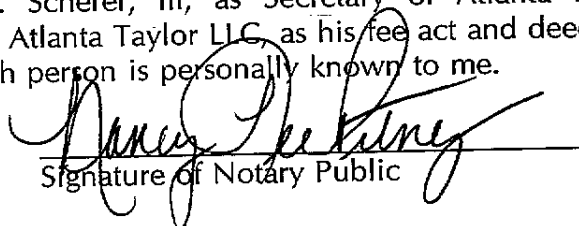

Signature of Notary Public

EXHIBIT A
Bankruptcy Remote Governance Regulations
ATLANTA TAYLOR LLC
(for NationsBank)

The following Bankruptcy Remote Governance Regulations pursuant to Article III entitled Purposes and Limitations of the Amended and Restated Articles of Organization of Atlanta Taylor LLC filed with the Florida Secretary of State on August 17, 1998 are incorporated into and made a part of the Amended and Restated Articles of Organization of Atlanta Taylor LLC as if fully set forth therein.

1. Limitation of Purpose

The purposes for which Atlanta Taylor LLC (the "Limited Liability Company") is organized is limited solely to (i) owning, holding, selling, leasing, transferring, exchanging, operating and managing the property mortgaged to NationsBank, N.A., its successors and assigns (the "Lender"), (ii) entering into the Loan Agreement and other related documents with the Lender, (iii) refinancing the property mortgaged to Lender (the "Mortgaged Premises") in connection with a permitted repayment of the loan from Lender (the "Mortgage Loan") and (iv) transacting any and all other lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

2. Indebtedness Prohibition

The Limited Liability Company may not incur indebtedness other than the Mortgage Loan from Lender and liabilities incurred in the ordinary course of business that are related to the ownership and operation of the Mortgaged Premises.

3. Dissolution Prohibition

The Limited Liability Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets other than in the ordinary course of business for so long as the Mortgage Loan is outstanding.

4. Affiliate Transactions

The Limited Liability Company is prohibited from entering into transactions with affiliates of the Limited Liability Company or its partners or affiliates except for transactions on an arm's length basis and on commercially reasonable terms.

5. Transfer Prohibitions

No transfer of any direct or indirect ownership in the Limited Liability Company may be made such that the transferee owns, in the aggregate with the ownership interest of its affiliates and family members in the Limited Liability Company, more than a forty-nine

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 12:24

percent (49%) interest in the Limited Liability Company unless such transfer is conditioned upon the delivery of an acceptable non-consolidation opinion to the holder of the Mortgage Loan and to any applicable rating agency concerning, as applicable, the Limited Liability Company, the new transfer, and/or their respective owners.

6. Separateness Covenants.

The Limited Liability Company is required:

- 6.1 To maintain its books and records separate from any other person or entity;
- 6.2 To maintain its bank accounts separate from any other person or entity;
- 6.3 Not to co-mingle its assets with those of any other persons or entities;
- 6.4 To hold all of its assets in its own name;
- 6.5 To conduct its own business in its own name;
- 6.6 To maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity and not to have its assets listed on the financial statement of any other entity;
- 6.7 To file its tax return separate from those of any other entity and not to file a consolidated federal income tax return with any other entity;
- 6.8 To pay its own liabilities and expenses only out of its own funds;
- 6.9 To observe all organizational formalities;
- 6.10 To maintain an arms-length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis;
- 6.11 To pay the salaries of its employees only from its own funds;
- 6.12 To maintain a sufficient number of employees in light of contemplated business operations;
- 6.13 Not to guaranty or become obligated for the debts of any other entity or person;
- 6.14 Not to hold out its credit as being available to satisfy the obligations of any other person or entity;
- 6.15 Not to acquire the obligations or securities of its affiliates or owners, including members or equity owners, as appropriate; except as approved by Lender;
- 6.16 To not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- 6.17 To allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by an employee of any affiliate;
- 6.18 To use separate stationery, invoices and checks bearing its own name;
- 6.19 Not to pledge its assets for the benefit of any other person or entity, other than with respect to the Mortgage Loan;
- 6.20 To hold itself out as a separate entity;
- 6.21 To correct any known misunderstandings regarding a separate identity;
- 6.22 To not identify itself as a division of any other person or entity; and
- 6.23 To maintain adequate capital in light of its contemplated business operations.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 SEP 17 PM 12:24

7. Prohibition of Amendment

So long as the Mortgage Loan from Lender is outstanding, the Limited Liability Company and its Members are prohibited from amending the provisions specified in these Bankruptcy Remote Entity Regulations or the controlling provisions of the Regulations, Operating Agreement or Articles of Organization of the Limited Liability Company without the consent of the Lender, or, after the securitization of the Mortgage Loan only if the Limited Liability Company receives (i) confirmation from each of the applicable rating agency that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

8. General Member Requirements

At least one Member of this Limited Liability Company, must be a special purpose corporate entity member ("Special Member") which at all times complies with the requirements of the Lender as a special purpose entity.

8.1 Upon disassociation or withdrawal of the Special Member from this Limited Liability Company or the bankruptcy, insolvency or liquidation of the Special Member the Limited Liability Company shall admit a new Special Member conforming to the requirements of the Lender;

8.2 If one or more Members in addition to the Special Member exists then the Limited Liability Company shall continue its existence (and not dissolve) for so long as a solvent Member exists and if no solvent Member exists a new Special Member, acceptable to Lender shall be immediately admitted to the Limited Liability Company prior to termination or dissolution of the Limited Liability Company. If there is a death, dissolution or other "termination event" for the Limited Liability Company or a Member therein, the vote of the majority of the remaining Members shall be sufficient to continue the life of the Limited Liability Company.

9. Equity Ownership of Member

The Special Member shall at all times own at least one percent (1%) of the outstanding equity interest of the Limited Liability Company.

10. Unanimous Consent of All Member

The unanimous consent of all Members including the Special Member shall be required to:

10.1 File or consent to the filing of any bankruptcy, insolvency, or reorganization case or proceeding; institute any proceedings in the applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; seek or consent to the appointment of a receiver liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Limited Liability Company or a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 12:24

substantial portion of its property; make any assignment for the benefit of the Limited Liability Company's creditors; or take any action in furtherance of any of the foregoing.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 PM 12:24