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Division of Corporations

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**LIMITED LIABILITY AMENDMENT**

**AP-ADLER GP LLC**

L98-1614

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**ARTICLES OF AMENDMENT**  
**to the**  
**ARTICLES OF ORGANIZATION**  
**of**  
**AP-ADLER GP LLC,**  
**a Florida limited liability company**

1. The name of the company is AP-ADLER GP LLC (the "Company"), and its principal office is at 1400 N.W. 107th Avenue, in the City of Miami, in the County of Miami-Dade and State of Florida.

2. The Articles of Organization of the Company imposed certain restrictions upon the activities and structure of the Company while the Loan, as defined in the Articles of Organization, remained outstanding. Such restrictions, including but not limited to those set forth in Article EIGHTH, are hereby deleted.

3. In the event of any conflict between these Articles of Amendment and the Operating Agreement, these Articles of Amendment shall control.

4. These Articles of Amendment were approved on September 21, 2001, by the unanimous written consent of all of the members of the Company entitled to vote on these Articles of Amendment, and which was sufficient for approval of these Articles of Amendment.

5. This Amendment shall be effective as of the 24th day of September, 2001.

[SIGNATURE PAGE TO FOLLOW]

Prepared by:  
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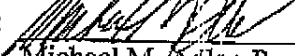
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IN WITNESS WHEREOF, AP-ADLER GP LLC has caused these Articles of Amendment to be executed this 21 day of September, 2001.

**MEMBERS:**

AP-ADLER INVESTMENT FUND, L.P., a  
Delaware limited partnership

By: ADLER NEWCO G.P., INC., a Florida  
corporation, its managing general partner

By:   
Michael M. Adler, President

AP-ADLER MEMBER, INC., a Florida  
corporation

By:   
Michael M. Adler, President

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