

CONNIE H. SHIVERS, CLA  
HOLLAND & KNIGHT

25-5657

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 1110 Brickell Investors LLC  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk-in

☒ Pick up time 3:00

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

☒ Amendment

Resignation of R.A., Officer/ Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

UCC

REGISTRATION/  
QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

200002671022--6  
-10/23/98--01044--001  
\*\*\*\*105.00 \*\*\*\*105.00

FILED  
SECRETARY OF CORPORATIONS  
98 OCT 23 AM 11:26

200002671022--6  
-10/23/98--01044--001  
\*\*\*\*105.00 \*\*\*\*105.00

Examiner's Initials

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
1110 BRICKELL INVESTORS LLC**

FILED STATE  
SECRETARY OF CORPORATIONS  
98 OCT 23 AM 11:26

Pursuant to the provisions of Section 608.411 of the Florida Statutes, **1110 BRICKELL INVESTORS 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: **1110 BRICKELL INVESTORS LLC**.

**SECOND:** The date of filing of the Articles of Organization was October 6, 1998.

**THIRD:** The following amendment to the Articles of Organization was adopted by all of the members and sole manager of the Limited Liability Company on October 22, 1998.

**FOURTH:** Article IX of the Limited Liability's Articles of Organization is hereby amended to read in its entirety as follows:

**"ARTICLE IX. NEGATIVE COVENANTS"**

Notwithstanding any other provision of these Articles of Organization or any provision of law that otherwise so empowers the Company, and so long as any obligations of the Company in favor of LEHMAN BROTHERS HOLDINGS INC. ("Lender") remain outstanding and not paid in full, including by reason of having been transferred by the Lender to an entity for rated securitization purposes, the Company shall not, without the prior written consent of the holder of any such obligations, do any of the following:


- A. engage in any business or activity other than those set forth in Article IV or in its Operating Agreement, dated as of October 6, 1998 (the "Operating Agreement"), or amend Article IV hereof or the Operating Agreement to change the purpose of the Company as set forth therein;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Company to the Lender and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and debt incurred in the ordinary course of business;
- C. extend any indebtedness to any third party;

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 23 AM 11:26

- D. dissolve or liquidate, in whole or in part;
- E. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- F. institute proceedings to be adjudicated bankrupt or insolvent or consent to the institution or bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;
- G. change its principal place of business without providing Lender with at least thirty (30) days prior written notice of such change;
- H. amend Articles IX or X of these Articles of Organization;
- I. elect a successor Manager to 1110 Brickell Investors Corp.; or
- J. if a termination event occurs and the requisite consent of the remaining Members to continue the Company is not obtained, liquidate the collateral that is the subject of the mortgage given by the Company to the Lender."

Signed and dated this 22nd day of October, 1998.

1110 Brickell Investors Corp.,  
Manager

By:   
Name: Rodolfo Prio Touzet  
Title: Treasurer and Secretary