CAPITOL SERVICES d/b/a PARALEGAL & ATTORNEY SERVICE BUREAU, INC. (Requestor's Name) 1406 Hays Street, Suite 2 (904) 656-3992 Tallahassee, FL 32301 OFFICE USE ONLY (City, State, Zip) (Phone #) 700003331087—4 -07/21/00--01033--026 *****25.00 *****25.00 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Mail out Will wait Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment
,	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
,	Reinstatement
	Trademark

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF SEAFORD CIRCLE, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY

THIS AMENDMENT is made and entered into as of the day of July, 2000, by and between the undersigned members of Seaford Circle, L.L.C., a Florida limited liability company (hereinafter the "Company").

- 1) The date of the filing of the Articles of Organization of the Company was October 13, 1998.
- 2) The following Amendment to the Articles of Organization was adopted by the Limited Liability Company:
 - a) Article 7 entitled "Indebtedness" is amended to provide as follows:

The Company may only incur (1) indebtedness represented by the mortgage loan for refinancing of the property in an amount not to exceed \$7,600,000.00 payable to PNC Bank, National Association at an interest rate of 8.18% based on a thirty (30) year amortization schedule and maturing in ten (10) years (the "Mortgage Loan") and (2) indebtedness represented by trade payables incurred in the ordinary course of business relating to the operation of the Property and in its capacity as General Partner of the Property.

This Amendment is effective on the date indicated above and in all other respects the Articles of Organization of the Company do hereby remain in full force and effect.

SEAFORD CIRCLE, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY,

By: MBS Realty Investors, Ltd., Member

By: M.B.S. Capital Planning, Inc., General Arther

By: Michael B. Smuck, Chairman

MICHAEL B. SMUCK, Member