

L98000003221

Sumdata Research

Requestor's Name

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City/State/Zip

Phone #

Office Use Only

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

1. SRA American, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Mail out



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Photocopy



Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment / <u>Restated</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Name	<u>1-21</u>
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledged	

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

Pursuant to Section 608.441 of the Florida Limited Liability Company Act, SRA/AMERICAN, LLC, a Florida limited liability company, Document #L98000003221 (the "Company"), hereby amends and restates its Articles of Organization, originally filed on December 17, 1998 and effective December 15, 1998, to read in their entirety as set forth herein. These Amended and Restated Articles of Organization have been duly executed, are being filed in accordance with Section 608.441 of the Florida Limited Liability Company Act, and shall be effective upon their filing with the Florida Secretary of State.

ARTICLE I. NAME

The name of this Florida limited liability company is SRA/American, LLC.

ARTICLE II. DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

ARTICLE III. ADDRESS

The mailing address and the street address of the principal office of the Company is:

SRA/American LLC
5345 Pine Tree Drive
Miami Beach, FL 33140

ARTICLE IV. REGISTERED AGENT

The name and address of the registered agent of the Company is:

Michael D. Gallinar
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue, Suite 900
Miami, FL 33131

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI. DISSOLUTION

The Company shall not be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason.

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ARTICLE VII. MANAGEMENT

The management of the Company is reserved to the managing members. The name and address of each managing member is:

CLIFFORD M. STEIN
5345 Pine Tree Drive
Miami Beach, FL 33140

STEPHEN FRANK
2601 S. Bayshore Drive, 11th Floor
Coconut Grove, FL 33133

ARTICLE VIII. PURPOSE OF THE COMPANY

The purpose of the Company shall be to: (i) to acquire certain parcels of real property, together with all improvements located thereon, in the City of Kissimmee, State of Florida, commonly known as American Plaza, 1500 West Vine Street (the "Premises");

(ii) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Premises, and to borrow \$3,300,000.00 of principal indebtedness (the "Loan Amount") from Principal Commercial Funding, LLC (together with its successors and assigns, the "Lender"), to be evidenced by a secured promissory note, pursuant to which the Company promises to pay to the Lender the Loan Amount, together with all accrued and unpaid interest thereon, and all other obligations and liabilities due or to become due to the Lender pursuant to the documents, instruments and agreements executed and delivered in connection with such loan and all other amounts, sums and expenses paid by or payable to the Lender pursuant to all such documents (collectively, the "Indebtedness");

(iii) To exercise all powers enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein; and

(iv) Notwithstanding anything to the contrary set forth in clauses (i)-(iii) herein, during any period of time any Indebtedness is outstanding, the Company shall (a) continue to be organized solely for the purpose of owning the Premises; (b) not engage in any business unrelated to the ownership of the Premises; and (c) not have any assets other than those related to the Premises.

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ARTICLE IX. EFFECTIVE DATE

These Amended and Restated Articles of Organization shall be effective as of the date they are filed with the Florida Secretary of State.



MEMBER: Clifford M. Stein

Date: January 19 1999

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