

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.
Account Number : 076103002011
Phone : (305)577-4177
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DIVISION OF CORPORATION

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LIMITED LIABILITY AMENDMENT

ATLANTIC VENETIAN, L.C.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ATLANTIC VENETIAN, L.C.**

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes, hereby certifies that:

FIRST: Atlantic Venetian, L.C. (the "Company") was originally formed under the laws of the State of Florida on May 18, 1999.

SECOND: The Articles of Organization of the Company shall be amended and restated to read in full as follows:

ARTICLE I - Name

The name of the Company is Atlantic Venetian, L.C.

ARTICLE II - Address

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

18305 Biscayne Blvd., Suite 402
Aventura, Florida 33160

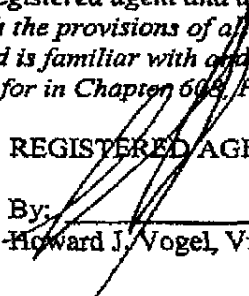
ARTICLE III - Registered Agent/Office

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

Registered Agents of Florida, LLC
100 Southeast 2nd Street, Suite 2900
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

REGISTERED AGENTS OF FLORIDA, LLC

By: 
Howard J. Vogel, Vice President

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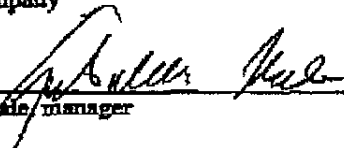
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ARTICLE IV

The Company will be manager-managed and the sole manager of the Company is Apartments and Land Management, LLC, a Florida limited liability company.

The undersigned sole manager has executed these Articles of Organization this 26th day of February 2002.

APARTMENTS AND LAND MANAGEMENT, LLC, a Florida limited liability company

By: 
Gabriella Hale, manager

(In accordance with section 608.406(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Company will be manager-managed. Manager, L. Overstreet and Board, per the Articles of Organization 2002

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