

Division of Corporations

## Florida Department of State

Division of Corporations

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Division of Corporations

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## LIMITED LIABILITY AMENDMENT

BEL AIR ONE L.L.C.

mt  
9/22

Certificate of Status	0
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Audit No.H99000023758 8

CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
BEL AIR ONE L.L.C.

L99-3770

Pursuant to the provisions of Sections 608.411 of the Florida Business Organizations Act, the undersigned Limited Liability Company hereby adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this Limited Liability Company is "Bel Air One L.L.C."
2. The Articles of Organization of Bel Air One L.L.C. (the "Articles") were filed with the Florida Department of State on June 25, 1999.
3. The Articles are hereby amended by deleting Article VI thereof in its entirety and replacing it with the following:

**"ARTICLE VI**

The Limited Liability Company will be managed by its Members. The names and addresses of the Members of the Limited Liability Company, as well as their relative percentage interests, are as follows:

Name	Address	Percentage Interest
Realprop Capital Corp.	One Grove Isle, Coconut Grove, FL 33133	99%
Lila Berozkina	100 U.N. Plaza, New York, NY 10017	1%

The action, whether by signature or otherwise, of any one Member shall be sufficient to bind the Limited Liability Company as to any matter regarding the management of the Limited Liability Company."

4. This Certificate of Amendment shall be effective upon filing with the Florida Department of State.

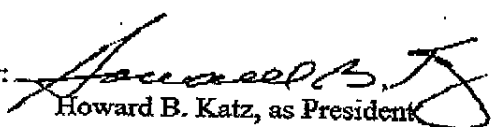
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this  
21st day of September, 1999.

BEL AIR ONE L.L.C.

By: REALPROP CAPITAL CORP., a Florida  
corporation, a Member

By:   
Howard B. Katz, as President

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

Before me personally appeared HOWARD B. KATZ, as President of REALPROP CAPITAL CORP., a Florida corporation, as a Member of BEL AIR ONE L.L.C., a Florida limited liability company, who produced \_\_\_\_\_ as identification, or who is personally known to me to be the person who executed the foregoing Certificate of Amendment to Articles of Organization.

In witness whereof, I have hereunto set my hand and official seal this 21<sup>st</sup> day of September, 1999.

Notary Public, State of New York  
Print Name: STEPHEN P. KATZ  
My Commission expires: February 17, 2000

(Official Seal)

STEPHEN P. KATZ  
NOTARY PUBLIC, State of New York  
No. 02RA6002684  
Qualified in New York County  
Commission Expires February 17, 2000

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