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LIMITED LIABILITY AMENDMENT

550 BRICKELL ASSOCIATES, L.L.C.

L99-4303

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**H99000020059****4****CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION  
OF****550 BRICKELL ASSOCIATES, L.L.C.,  
a Florida limited liability company**

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

1. The name of the limited liability company is 550 BRICKELL ASSOCIATES, L.L.C. (the "Company").

2. The date of the filing of the Articles of Organization was July 15, 1999.

3. The Amendments to the Articles of Organization set forth below were adopted by the then Manager and Members of the Company on July 30, 1999.

4. The Company's Articles of Organization are hereby amended as follows:

(i) Article IV of the Company's Articles of Organization is deleted and replaced with new Article IV, as follows:

**ARTICLE IV. - MANAGEMENT**

The Company is to be managed by its sole Member; the name and address of such Member is:

Name: Metropolitan Quik Park of South Florida, LLC

Addresses: c/o RSVP Metropolitan Parking, LLC  
333 Earle Ovington Drive, Suite 1030  
Uniondale, NY 11553

(ii) The Company shall not have a manager; QPF Management, Inc., the previous manager of the Company, has resigned.

5. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

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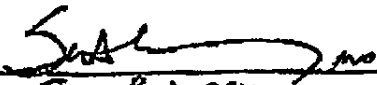
IN WITNESS WHEREOF, the undersigned, consisting of the sole Member of the Company, has executed this Certificate of Amendment as of July 30, 1999.

**MEMBER:**

**METROPOLITAN QUIK PARK OF SOUTH  
FLORIDA, LLC**, a Delaware limited liability company,  
its sole Member

By: **RSVP METROPOLITAN PARKING,  
LLC**, a Delaware limited liability company,  
Member

By: **RECKSON STRATEGIC VENTURE  
PARTNERS, LLC**, a Delaware limited  
liability company, its Managing Member

By:   
Name: SETH B. LIFSHAY  
Title: Managing Director

By: **M & E HOLDINGS, LLC**, a Delaware  
limited liability company

By:   
Jacob I. Sopher, Manager

**ACKNOWLEDGED BY THE PREVIOUS MANAGER OF THE COMPANY**

**QPF Management, Inc.**, a Florida corporation

By:   
Jacob I. Sopher, President

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STATE OF New York )COUNTY OF New York )

Before me personally appeared Sam B. LIPJAY, as Managing Director of Reckson Strategic Venture Partners, LLC, a Delaware limited liability company, the Managing Member of RSVP Metropolitan Parking, LLC, a Delaware limited liability company, Member of Metropolitan Quik Park of South Florida, LLC, a Delaware limited liability company, the sole Member of 550 Brickell Associates, L.L.C., a Florida limited liability company, on behalf of said companies, known to me to be the person who executed the foregoing articles of organization ~~or who produced~~ as identification.

In witness whereof, I have hereunto set my hand and seal on this 10<sup>th</sup> day of August, 1999.  
JULIE A. FERGANS  
 Notary Public, State of New York  
 No. 02FE8013518  
 Qualified in New York County  
 Commission Expires 2/21/2000

Christine A. Kelley  
 Notary Public, State of New York

STATE OF New York )COUNTY OF New York )

Before me personally appeared Jacob I. Sopher, as Manager of M & E Holdings, LLC a Delaware limited liability company, Member of Metropolitan Quik Park of South Florida, LLC, a Delaware limited liability company, the sole Member of 550 Brickell Associates, L.L.C., a Florida limited liability company, on behalf of said companies, known to me to be the person who executed the foregoing articles of organization ~~or who produced~~ as identification.

In witness whereof, I have hereunto set my hand and seal on this 11<sup>th</sup> day of August, 1999.

STATE OF New York )COUNTY OF New York )

GARY R. MARRELL  
 Notary Public, State of New York  
 No. 41-4591583  
 Qualified in Nassau County  
 Commission Expires July 31, 2001

Before me personally appeared Jacob I. Sopher, as Manager of QPF Management, Inc., a Florida corporation, on behalf of said company, known to me to be the person who executed the foregoing articles of organization ~~or who produced~~ as identification.

In witness whereof, I have hereunto set my hand and seal on this 11<sup>th</sup> day of August, 1999.

GARY R. MARRELL  
 Notary Public, State of New York  
 No. 41-4591583  
 Qualified in Nassau County  
 Commission Expires July 31, 2001

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