

L990000008462

Florida Department of State

Division of Corporations

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From:

Account Name : LLOYD GRANET
Account Number : 074632001025
Phone : (561) 999-9300
Fax Number : (561) 999-9400

BASIC AMENDMENT**EIRE JACKSONVILLE FLORIDA L.L.C.**

Certificate of Status	0
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Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431 FAX AUDIT NO. H00000021533 5

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4/28/2000

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EIRE JACKSONVILLE FLORIDA L.L.C.

Exhibit "A"
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WHEREAS, the Articles of Organization of Eire Jacksonville L.L.C. (the "Company") were originally dated December 1, 1999 and filed December 6, 1999 with the Division of Corporations, State of Florida under File No. L99000008462; and

WHEREAS, the Company desires to amend and restate each and every Articles of Organization.

NOW THEREFORE, the undersigned Manager/Member does hereby amend and restate the Articles of Organization as follows:

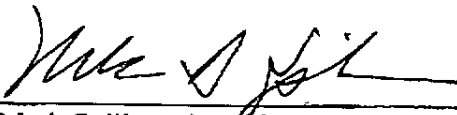
1. The name of the limited liability company is Eire Jacksonville LLC (the "Company").
2. The address of its registered office in the State of Florida is 1900 N.W. Corporate Blvd., Suite 100 West, Boca Raton, FL 33431 The name of the registered agent at such address is Lloyd Granet, Esquire.
3. The name of the sole Member of the Company is Eire Spillane SPE, Inc., a Florida corporation whose address is 1801 E 4th Street, Suite 200, Boynton Beach, FL 33435, which Member shall act as the Manager of the Company pursuant to the Operating Agreement that is hereafter defined.
4. The purposes and powers of the Company shall be limited to engaging in all lawful acts or activities in connection with (i) acquiring and owning the real estate and all improvements thereon located in the City of Jacksonville, County of Duval, State of Florida, as more fully described in Exhibit A hereto, together with any and all personalty appurtenant thereto (the "Property"), (ii) leasing the Property to ADT Security Service, Inc., a Delaware corporation and (iii) mortgaging, constructing, renovating, managing, maintaining, repairing, selling, operating, financing or otherwise dealing with the Property.
5. The Company shall observe and abide by the terms and conditions of its operating agreement (the "Operating Agreement"). So long as the loan made or intended to be made to the Company by Legg Mason Capital Corporation or an affiliate, successor or assign thereof in connection with the financing of the Property (being the "Loan" and the "Lender" as defined in the Operating Agreement) is outstanding, in addition to all other restrictions on the Company's activities contained in the Operating Agreement, the Company may not, without both the approval of its Member[s], and the express prior written consent of the Lender in Lender's sole discretion:

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- a. engage in any business or activity other than as set forth in Section 3 hereof; or
 - b. voluntarily dissolve or liquidate in whole or in part, consolidate or merge with any other entity or sell all or substantially all of the Company's assets; or
 - c. amend these Articles of Organization or Section 2.3 of the Operating Agreement in any manner or make any other amendment to the Operating Agreement contrary to the provisions of any document evidencing or securing the Loan; or
 - d. borrow money or incur indebtedness (except for the Loan) other than normal trade accounts payable and any other indebtedness expressly permitted by the documents evidencing and securing the Loan.
6. Any and all obligations of the Company to indemnify, reimburse or make any payment of any kind to any Indemnified Person (as defined in the Operating Agreement) whether contained in the Operating Agreement or otherwise arising shall be fully subordinated to the Loan and shall not in any way constitute a claim against the Company in the event that cash flow in excess of amounts necessary at any time or from time to time to pay the Loan is insufficient to pay such obligations.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization of Eire Jacksonville Florida, LLC this 28th day of APRIL, 2000.

Eire Spillane SPE, Inc., a Florida corporation

By: 
Mark Spillane, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: EIRE JACKSONVILLE FLORIDA L.L.C.
2. The name and the Florida street address of the registered agent is:

Lloyd Granet, Esquire
1900 NW Corporate Blvd., Suite 100 West
Boca Raton, FL 33431

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 1, 2000

EIRE JACKSONVILLE FLORIDA L.L.C.
1801 NE 4TH STREET, SUITE 200
BOYTON BEACH, FL 33435

Re: Document Number L99000008462

The Amended and Restated Articles of Organization for EIRE JACKSONVILLE FLORIDA L.L.C., a Florida limited liability company, were filed on April 28, 2000.

This document was electronically received and filed under FAX audit number H00000021533.

Should you have any questions concerning this matter, please telephone (850) 487-6051, the Registration Section.

Shawn Logan
Document Specialist
Division of Corporations

Letter Number: 200A00024085

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314