

- Division of Corporations

FAX AUDIT NO. H01000081380 7

Page 1 of 1

L 9900000 8463

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000081380 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

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

AL

LIMITED LIABILITY AMENDMENT

EIRE INDIANAPOLIS FLORIDA L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 13 PM 2:36

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Help

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. H01000081380 7

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

7/13/2001

FAX AUDIT NO. H01000081380 7

**AMENDED AND RESTATED ARTICLES
OF ORGANIZATION
OF
EIRE INDIANAPOLIS FLORIDA L.L.C.**

(present name)
(A Florida Limited Liability Company)

Pursuant to the provisions of section 608.411, Florida Statutes, the following amended and restated articles of organization were duly executed and are being filed in accordance with this section.

FIRST: The Articles of Organization of Organization are deleted in their entirety and replaced with the Amended and Restated Articles of Organization attached hereto as Exhibit "A".

SECOND: The Amendment was adopted by the Members.

THIRD: The Amended and Restated Articles were adopted as of June 8, 2001.

Dated: July 13, 2001.

Eire Indianapolis SPE, Inc.
a Florida Corporation
Its: Member/Manager

By: [Signature]
Mark Spillane, President

filing fee: \$25.00

F:\1\wpdocs\spillane\eire\indianapolis\eire indianapolis lll\amendment cover.wpd

FILED
01 JUL 12 PM 3:07
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H01000081380 7

Exhibit "A"

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

FILED
01 JUL 12 PM 3:07
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Organization of Eire Indianapolis Florida L.L.C. (the "Company") were originally filed December 6, 1999 with the Division of Corporations, State of Florida under File No. L99000008463; 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 Indianapolis Florida L.L.C. (the "Company").
2. The mailing address and street address of the principal office of the Limited Liability Company is: 2840 NW Boca Raton Blvd., Suite 101, Boca Raton, FL 33431
3. The address of its registered office in the State of Florida is 2840 NW Boca Raton Blvd., Suite 101, Boca Raton, FL 33431. The name of the registered agent at such address is Mark Spillane.
4. The Limited Liability Company is to be a manager-managed company and the name of such manager is Eire Indianapolis SPE, Inc., a Florida corporation whose address is 2840 NW Boca Raton Boulevard, Suite 101, Boca Raton, FL 33431.
5. 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 Town of Fishers, County of Hamilton, State of Indiana, together with any and all personalty appurtenant thereto (the "Property"), (ii) leasing the Property to ADT Security Services, Inc. a Delaware Corporation, and (iii) mortgaging, constructing, renovating, managing, maintaining, repairing, selling, operating, financing or otherwise dealing with the Property.
6. 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 Real Estate Services, Inc. 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:

FAX AUDIT NO. H01000081380 7

FILED
01 JUL 12 PM 3:07
TALLAHASSEE, FLORIDA

- a. engage in any business or activity other than as set forth in Section 5 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.
7. 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 duly executed, in accordance with section 608.411, of the Florida Statutes these Amended and Restated Articles of Organization of Eire Indianapolis Florida L.L.C. this 8th day of June 2001.

Eire Indianapolis SPE, Inc., a Florida Corporation
Its: Member/Manager

By: Mark Spillane
Mark Spillane, President

F:\wpdocs\spillane\eire\indianapolis\eire indianapolis llc\amendedandrestatedarticles of org01.wpd