

Division of Corporations

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M140003158

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)617-6383  
From: Account Name : FLAGLER DEVELOPMENT GROUP, LLC  
Account Number : 120020000144  
Phone : (305)520-2344  
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
FS BUILDING 38 LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

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**ARTICLES OF AMENDMENT  
TO  
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANACT BUISNESS IN FLORIDA  
OF  
FS BUILDING 38 LLC**

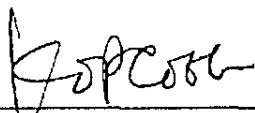
1. The name of the limited liability company is FS BUILDING 38 LLC, a Delaware limited liability company (the "Company").
2. The date of filing of the Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida of the Company with the Secretary of State of the State of Florida was May 8, 2014, under Document Number M14000003158 (the "Articles").
3. Article 7 of the Articles of the Company is hereby amended in its entirety to read as follows:

"7. The name, title or capacity and address of the person who has authority to manage is:

FDG Mezzanine Holdings LLC, a Delaware  
limited liability company, Sole Member  
c/o Florida East Coast Industries, LLC  
2855 LeJeune Road, 4th Floor  
Coral Gables, FL 33134."

4. All other provisions of the Articles shall remain in full force and effect without any modification thereof.

Dated: June 9, 2014

  
Kelleen Cobb  
Authorized Representative

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