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LIMITED LIABILITY AMENDMENT

ACP CYPRESS I LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 1, 1999

HOLLAND & KNIGHT OF MIAMI

SUBJECT: ACP CYPRESS I LLC
REF: M99000000797

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

ACP CYPRESS I LLC

1. Name of Limited Liability Company as it appears on the records of the Florida Department of State: **ACP CYPRESS I LLC.**
2. Jurisdiction of organization: Delaware.
3. Date authorized to do business in Florida: May 28, 1999.
4. The amendment changes the identity of the Managing Member. The corrected name, title and business address of the Managing Member who will manage the foreign Limited Liability Company in Florida is:

ACP Cypress 2150 LLC
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

Managing Member

5. Attached is an original certificate, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.

Signed and dated this 1st day of June, 1999.


Stuart K. Hoffman

Duly authorized
representative of a member

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THIS INSTRUMENT WAS PREPARED BY:

Stuart K. Hoffman, Esq.
Fla. Bar No.: 0186851
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACP CYPRESS I LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACP CYPRESS I LLC" WAS FORMED ON THE TENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9776267

DATE: 06-01-99