

P00000051531

Florida Department of State
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BASIC AMENDMENT

LNR 2000 FUND II MM, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LNR 2000 FUND II MM, INC.

The undersigned, Shelly Rubin, being a duly elected Vice President of LNR 2000 Fund II MM, Inc., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on May 25, 2000, effective May 20, 2000, under Document Number P00000051531.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows, which Amended and Restated Articles of Incorporation incorporate an amendment to Article I of the Articles of Incorporation of the Corporation whereby the name of the Corporation is hereby changed to LNR 2001 Fund I MM, Inc.:

ARTICLE I -- NAME

The name of this corporation is LNR 2001 FUND I MM, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

760 N.W. 107th Avenue
Suite 300
Miami, Florida 33172.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

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ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Five Thousand (5000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is:

760 N.W. 107th Avenue
Suite 300
Miami, Florida 33172;

and the name and address of the current registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Shelly Rubin	760 N.W. 107 th Avenue Suite 300 Miami, Florida 33172.

ARTICLE VI -- COMMENCEMENT

This corporation commenced as of 12:01 A.M., May 20, 2000.

ARTICLE VII -- BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than three (3). The names and addresses of the current directors of this corporation are:

<u>Name</u>	<u>Address</u>
Leonard Miller	700 N.W. 107 th Avenue Miami, Florida 33172

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Steven J. Saiontz

760 N.W. 107th Avenue, Suite 300
Miami, Florida 33172

Stuart A. Miller

700 N.W. 107th Avenue
Miami, Florida 33172.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing the Articles of Incorporation of this corporation as incorporator were:

<u>Name</u>	<u>Address</u>
Shelly Rubin	760 N.W. 107 th Avenue Suite 300 Miami, Florida 33172.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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Such amendment to, and amendment and restatement of, the Articles of Incorporation of the Corporation have been duly and unanimously authorized and directed by Written Consent of the Board of Directors and shareholders of the Corporation dated January 17, 2001. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 18th day of January, 2001.

//s// Shelly Rubin
Shelly Rubin, Vice President