

P00000009186

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

128TH STREET MANAGER, INC.

Certificate of Status	1
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Amended & Restated

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Articles w/Name

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 2000

128TH STREET MANAGER, INC.
10755 SW 108TH AVENUE SUITE 104
MIAMI, FL 33176

SUBJECT: 128TH STREET MANAGER, INC.
REF: P00000009186

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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000039562
Letter Number: 600A00041201

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

Fax Audit No. H00- 39562

00 JUL 28 PM 3:05
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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
128TH STREET MANAGER, INC.

The undersigned, Shelly, Rubin, being a duly elected Vice President of 128th Street Manager, 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 January 27, 2000, effective January 26, 2000, under Document Number P0000009186.

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 amendments to Articles I, II and V of, and the addition of an Article XI to, the Articles of Incorporation of the Corporation:

ARTICLE I -- NAME

The name of this corporation is LNR 2000 FUND III 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 shall commence as of 12:01 A.M., January 26, 2000.

ARTICLE VII -- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Kendall Sparkman	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-2336.

ARTICLE VIII -- 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 IX -- 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 X -- 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.

ARTICLE XI -- BOARD OF DIRECTORS

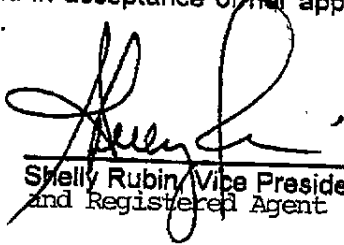
The Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than three (3). The names and addresses of the initial directors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

<u>Name</u>	<u>Address</u>
Leonard Miller	700 N.W. 107th Avenue Miami, Florida 33172
Steven J. Saiontz	760 N.W. 107th Avenue, Suite 300 Miami, Florida 33172
Stuart A. Miller	700 N.W. 107th Avenue Miami, Florida 33172.

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Such amendments 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 July 26, 2000. 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 and in acceptance of her appointment as registered agent therein as of the 21st day of July, 2000.



Shelly Rubin, Vice President
and Registered Agent