

Division of Corporations

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BOCA CORPORATE CENTRE, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, BOCA CORPORATE CENTRE, INC. a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Existing Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the follows:

**"ARTICLE II.**

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a general partner of Boca Corporate Centre Associates, Ltd., a limited partnership (the "Partnership") whose purpose is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain real property, together with all improvements located thereon, in the City of Boca Raton, State of Florida (the "Property"). The corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

**SECOND:** New Article XII has been added to the Corporation's Articles of Incorporation to read as follows:

**"ARTICLE XII.**

Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Wachovia Bank, National Association, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the Partnership remains owner of the Property, the corporation: (i) shall not and shall not cause the Partnership to dissolve or liquidate, (ii) shall not and shall not cause the Partnership to consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case

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with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors, and (iv) shall not materially amend the articles of incorporation or by-laws of the corporation or the Partnership agreement of the Partnership without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.”

**THIRD:** New Article XIII has been added to the Corporation’s Articles of Incorporation to read as follows:

**“ARTICLE XIII.**

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification of the corporation’s directors and officers shall be fully subordinated to any obligations respecting the Partnership or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation or the Partnership in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.”

**FOURTH:** New Article XIV has been added to the Corporation’s Articles of Incorporation to read as follows:

**“ARTICLE XIV.**

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these articles of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate, or to the extent that any such office is shared with its parent or any affiliate, it shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.

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6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
12. It shall hold itself out as an entity separate from its parent and any affiliate.
13. It shall observe all corporate formalities.

For purpose of this Article XIV, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives five percent (5%) or more of its total annual revenues from this corporation, its parent or any affiliate thereof, as compensation for administrative, legal or accounting services. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary

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thereof), unincorporated organization, or government or any agency or political subdivision thereof.”

**FIFTH:** The foregoing amendments were adopted on February 11, 2005.

**SIXTH:** The foregoing amendments were approved by a majority of the stockholders of the Corporation. The number of votes cast for the amendments were sufficient for approval. There were no voting groups entitled to vote separately on the amendments.

IN WITNESS WHEREOF, BOCA CORPORATE CENTRE, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its Vice-President this 11<sup>th</sup> day of February, 2005.

BOCA CORPORATE CENTRE, INC., a Florida corporation

By   
Robert J. Schmier, Vice-President

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