

L03266

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

100002068971--6

-01/27/97--01013--008

*****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. AMACE PROPERTIES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

*OK, for
HABDI to
be in the corp.
per. Jan at Lazarus*

FILED
97 JAN 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in Pick up time 2:00 Certified Copy 1-29-97
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment
1/29/97
RECEIVED
96 JAN 27 AM 11:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

LAZARUS

MIAMI, FL

SUBJECT: AMACE PROPERTIES, INC.
Ref. Number: L03266

AM: MARY

We have received your document for AMACE PROPERTIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation being amended is ~~AMACE PROPERTIES, INC.~~ The name of the corporation appearing in Articles IX, XI, and XII of the amendment is ~~HOMESTEAD AIR BASE DEVELOPERS, INC.~~ *Is this correct? Should there be two different names in this document? Please correct the documents accordingly.*

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00004024

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMACE PROPERTIES, INC.**

FILED
97 JAN 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Articles of Incorporation of **AMACE PROPERTIES, INC.**, a Florida corporation, filed in Tallahassee on July 20, 1989, be and they hereby are amended in the following particulars:

Article I X, entitled **AMENDMENT**, be and is hereby amended to read as follows:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by two thirds (2/3) of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Notwithstanding the foregoing paragraph, Articles X I and X I I of the Articles of Incorporation shall not be amended without the express written consent of the Board of Directors of **HOMESTEAD AIR BASE DEVELOPERS, INC.**, a Florida corporation,

which may be withheld in their sole and absolute discretion. However, this provision shall govern, control, and be in effect solely during the period of time in which this Corporation is a Stockholder of HOMESTEAD AIR BASE DEVELOPERS, INC.

SECOND: Article XI be and is hereby added to the Articles of Incorporation to read as follows:

ARTICLE XI

RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE OR TRANSFER OF SHARES

The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the Corporation or any of its Stockholders, whether voluntary or by operation of law, are subject to transfer restrictions more particularly described in the amended and restated Stockholders Agreement, dated February 9, 1996, as modified, between HOMESTEAD AIR BASE DEVELOPERS, INC., and its Stockholders (The "Stockholders Agreement"), a copy of which is on file in the offices of the Corporation. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.

THIRD: Article XII be and is hereby added to the Articles of Incorporation to read as follows:

ARTICLE XII

CERTIFICATE ENDORSEMENT

On or before the issuance, sale, or transfer of any shares of stock by this Corporation or any of its Stockholders, the certificates representing all outstanding shares of stock of this Corporation shall be surrendered to this Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Amended and Restated Stockholders Agreement, dated February 9, 1996, as modified, between Homestead Air Base Developers, Inc. ("HABDI") and its Stockholders, a copy of which is on file in the records of HABDI. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

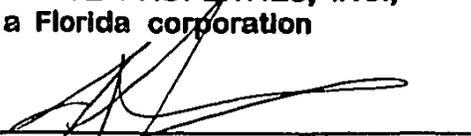
The foregoing amendment was adopted by the Stockholders and Directors of this Corporation on the 23rd day of January, 1997.

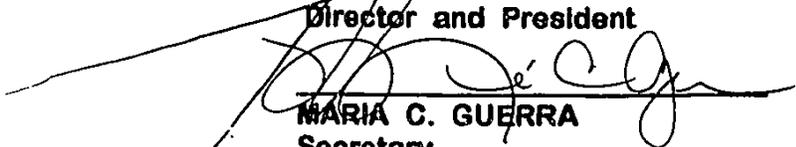
FOURTH: The number of votes cast for the Amendment by the Stockholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Director, President, and Secretary of this Corporation have executed these Articles of Amendment this 23rd day of January, 1997.

AMACE PROPERTIES, INC.,
a Florida corporation

By


ARMANDO J. GUERRA
Director and President


MARIA C. GUERRA
Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by ARMANDO J. GUERRA, Director and President, and MARIA C. GUERRA, Secretary of AMACE PROPERTIES, INC., a Florida corporation, on behalf of this Corporation. They are personally known to me.


NOTARY PUBLIC STATE OF FLORIDA

