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BASIC AMENDMENT

SHS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SH5, INC.

SH5, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

- 1. The name of the Corporation is SH5, INC.
- 2. The date of the filing of the original Articles of Incorporation of the Corporation was July 22, 2003 ("Articles of Incorporation").

3. Pursuant to and in accordance with Sections 607.1003 and 607.1006, Florida Statutes, these Articles of Amendment to Articles of Incorporation amend certain provisions of the Articles of Incorporation of the Corporation. These Articles of Amendment to Articles of Incorporation were authorized, approved, and ratified by the Board of Directors and the Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act. The Articles of Incorporation of the Corporation are amended as follows:

(a) Article II, Section B. is hereby deleted in its entirety and, in lieu thereof, there is substituted the following:

"B. The Corporation shall serve in the capacity of a general partner of SH5, Ltd., a Florida limited partnership (the "Limited Partnership"), for so long as any obligations under the loan (the "Loan") made to the Limited Partnership by LaSalle Bank, National Association (together with its successors and assigns, the "Lender"), and secured by the real property more particularly described on Exhibit A, remains outstanding."

(b) Article VII, Section A. is hereby deleted in its entirety and, in lieu thereof, there is substituted the following:

"A. The initial Board of Directors of the Corporation shall be comprised of four persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. Each director shall hold office until the next annual meeting of the shareholders. If there is a vacancy on the Board of Directors, the remaining directors may elect a director to fill the vacancy until the next annual meeting of the shareholders."

(c) Article VII is hereby amended by inserted therein a new Section G. to read as follows:

"G. So long as any obligations under the Loan are outstanding, the Articles of Incorporation may not be amended without the prior written approval of the Lender."

4. These Articles of Amendment to the Articles of Incorporation of the Corporation were approved by the sole shareholder and the Board of Directors of the Corporation pursuant to an Action by Unanimous Joint Written Consent in Lieu of Special Meeting dated as of the 29th day of July, 2005.

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the 29th day of July, 2005.

SH5, INC., a Florida corporation

By 

Robert A. Spottswood, President