

P 940000 5366

August 15, 1998

Law Office of
MICHELLE C. FRIGOLA

A Professional Association

Michelle C. Frigola
Theresa M. Lemme

Of Counsel
Alfred K. Frigola

FEDERAL EXPRESS
Tracking No.: 806594991224

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
AUG 18 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: 5340 North Federal Highway Association, Inc.
File No.: 98-132

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-08/18/98--01031--008
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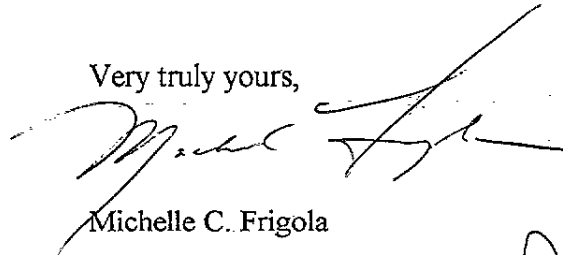
Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Second Amendment to Articles of Incorporation for the above-referenced corporation. Also find enclosed Michelle C. Frigola, P.A., Escrow Account check number 1416 in the amount of Thirty-Five Dollars (\$35.00) representing your costs for filing the amendment to the Articles of Incorporation.

Please return the filed Second Amendment to Articles of Incorporation via Federal Express, using the enclosed pre-addressed Federal Express Airbill and envelope.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,



Michelle C. Frigola

AMEND
PR6
8/24

MCF/pdl
Encls.(w/check no. 1416)
cc: 5340 North Federal Highway Association, Inc.

Lighthouse Point
Professional Center
5340 North Federal Highway
Suite 104
Lighthouse Point, Florida 33064

(954) 360-0907
FAX (954) 360-0908

SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
5340 NORTH FEDERAL HIGHWAY ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Amendment, natural person, competent to contract, hereby amends the Articles of Incorporation filed on January 21, 1994, assigned document number P94000005366 and the Articles of Amendment were filed on November 15, 1995.

AMENDMENT TO ADD ARTICLE X

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as the Lighthouse Point Professional Center located in Lighthouse Point, Broward County, Florida ("Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the Corporation Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

The date of adoption of this Amendment was September 14, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

AMENDMENT TO ADD ARTICLE XI

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage ("Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article V;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation

or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

- (vi) amend Articles X, XI and XII of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

The date of adoption of this Amendment was September 14, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

AMENDMENT TO ADD ARTICLE XII

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its bank accounts and all its other assets separate from those of any other person or entity;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other Board of Director formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business and affiliates on an arm's length basis and to enter into transactions with affiliates on a commercially reasonable basis;
- (h) conduct business in its own name, and use separate stationary, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;

- (k) pay its own liabilities and expenses only out of its own funds;
- (l) pay salaries of its own employees from its own funds;
- (m) maintain sufficient number of employees in light of its contemplated business operations;
- (n) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (q) not pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;
- (r) correct any known misunderstanding regarding its separate identity;
- (s) not identify itself as a division of any other person or entity; and
- (t) maintain adequate capital in light of its contemplated business operations.

The date of adoption of this Amendment was September 14, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

WITNESSES:

Ann J. Atkins
Signature

ANN J. ATKINS
Printed Name

Theresa M. Lemme
Signature

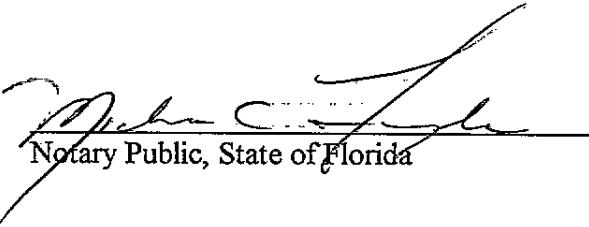
Theresa M. Lemme
Printed Name

Andrew I. Sneider
Andrew I. Sneider, President/Director

STATE OF FLORIDA)

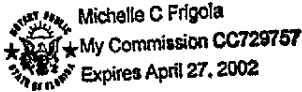
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public, duly authorized in the State of Florida and County named above to take acknowledgments, personally appeared, **Andrew I. Sneider**, as President and Director to be known as the person described in, as subscriber, and who executed the foregoing Second Amendment to Articles of Incorporation and who acknowledged before me that he subscribed to these Second Amendment to Articles of Incorporation.


Notary Public, State of Florida

Michelle C. Frigola
Printed Name

My Commission Expires:



Personally known _____
or Produced Identification
Type of Identification Produced Florida Driver's License