

P98000075076

Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Telgt, Inc
(Corporation Name)

(Document #)

2. Amend
(Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk in
☐ Mail out

☐ Pick up time
☐ Will wait

☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

FILED
98 NOV -4 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| 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 |

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-11/04/98--01032--019
*****35.00 *****35.00

| 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 |

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*****17.50 *****8.75

AM 10:57

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Examiner's Initials

AKR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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98 NOV -4 PM 2: 34

DIVISION OF CORPORATION

Corrected

November 4, 1998

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: TELGT, INC.
Ref. Number: P98000075076

We have received your document for TELGT, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by a director if adopted by the directors.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00053766

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF TELGT, INC.**

98 NOV -4 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article III- Purpose is hereby deleted in its entirety and is hereby replaced as follows:

1. The purpose for which the corporation is organized, subject to the provisions of article 607.0302 of the Florida Business Corporation Act, is solely to acquire, manage, own and hold that certain real property located at 250 Rio Drive, Eatonville, County of Orange, Florida 32810, County of Orange, and known as the Teligent Building State of Florida.

Article XII - Action by Board Members without a Meeting is hereby amended to add the following paragraphs:

2. The corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent 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 its property; 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 any corporate action in furtherance of any such action.

3. Additionally, the corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

Article XIV - Amendments is hereby amended to add the following paragraph:

Notwithstanding anything to the contrary, the corporation may not amend the foregoing provisions, so long as any indebtedness remains outstanding to the Lender by the corporation, unless the Lender consents to such amendment in writing. Such consent of the Lender is a prerequisite to such amendment becoming effective.

Article XVI - Miscellaneous is hereby added as follows:

1. The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from its Affiliates (as defined below),

including, without limitation, as follows:

- (a) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.
- (b) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.
- (c) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.
- (d) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.
- (e) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.
- (f) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.
- (g) Except as required by Prudential Mortgage Capital Company, LLC or its successors or assigns (collectively, the "Lender"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Director or officer or any Affiliate, nor shall it make any loan, except as permitted in the corporation's Articles of Incorporation or Bylaws.
- (h) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.
- (i) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.
- (j) The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(k) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(l) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(m) None of the corporation's funds shall be invested in securities issued by any Affiliate.

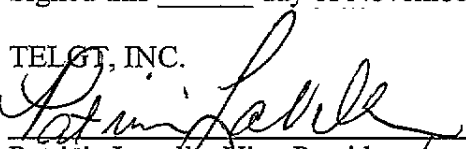
"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

SECOND: The date of each amendment's adoption : November 2, 1998

☒ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 3 day of November, 1998.

TELGT, INC.


Patricia Lavelle, Vice-President
Director