

Division of Corporations

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KENDALL PANTHER, INC.

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**SECOND AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
KENDALL PANTHER, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, Kendall Panther, Inc., a Florida corporation (the "Corporation"), adopts the following articles of amendment to its Articles of Incorporation:

Article II is hereby further modified and amended, and shall read in its entirety, as follows:

**ARTICLE II. NATURE OF BUSINESS AND LIMITATION  
OF BUSINESS PURPOSE**

A. **Purpose.** The business and purpose of the Corporation shall consist solely of the following:

(i) to acquire and hold a general partnership interest in, and act as the general partner of, Kendall Investment Associates, Ltd., a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of that certain real property known as the "Kendall Corporate Center" located at 12501 and 12515 North Kendall Drive, Miami-Dade County, Miami, Florida, pursuant to and in accordance with these Articles of Incorporation, as amended, and the Second Amended and Restated Limited Partnership Agreement of the Partnership (the "Limited Partnership Agreement"); and

(ii) to engage in such other lawful activities permitted to corporations by the Florida Statutes as are incidental, necessary or appropriate to the foregoing.

B. **Limitations.** Notwithstanding any other provisions of the Corporation's Articles of Incorporation (any amendments thereto) and any other provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the written consent of General Electric Capital Corporation ("GECC"), so long as any portion of that certain loan from GECC to the Partnership (the "GE Loan") remains outstanding, do any of the following:

(i) engage in any business or activity other than those set forth in Article II.A. above or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the GE Loan and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the GE Loan and normal trade accounts payable in the ordinary course of business;

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- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to an entity;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) amend, alter or modify this Article II or approve any amendment of Article VII of the Limited Partnership Agreement; or
- (ix) withdraw as general partner of the Partnership.

C. **Separateness Covenants.** For so long as any portion of the GE Loan remains outstanding, the Corporation shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular board of directors and shareholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (v) 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;
- (vi) allocate and charge fairly and reasonably and common employec or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name and use separate stationary, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

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This Second Amendment was adopted September 15, 2006 by the Corporation's Board of Directors and was approved by a majority of the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

In all other respects, the Corporation's Articles of Incorporation shall remain as they were prior to this Second Amendment being adopted.

The undersigned officer has executed this Second Amendment to the Articles of Incorporation on September 15, 2006.

By  \_\_\_\_\_  
Daniel Sirlin, President

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