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CAPITAL CONNECTION, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLA-CG F, Inc.

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*****630.00 *****43.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File *Cert*
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Amend

V. SHEPARD DEC 27 1999

Signature _____

Requested by: *CD*
Name _____ Date *12-23-99* Time *11:00*

Walk-In _____ Will Pick Up _____

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RECEIVED

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLA-CG I, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the sole incorporator of FLA-CG I, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendment to the Corporation's Articles of Incorporation in accordance with the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes:

The Articles of Incorporation of the Corporation are hereby amended as follows:

ARTICLE X is hereby amended to read as follows:

ARTICLE X - INDEPENDENT DIRECTOR

There shall be at least one duly appointed member of the Board of Directors (an "Independent Director") who shall not have been at the time of such individual's initial appointment, and may not have been at any time during the preceding five years, and shall not be at any time while serving as a director of the Corporation either (i) a shareholder of, or an officer, director, partner or employee of, the Corporation or any of its shareholders, partners, members, subsidiaries or affiliates (it being understood and agreed, however, that such individual may be a director of one or more affiliates of the Corporation who enter into loan transactions simultaneously with the limited partnership in which the Corporation is the general partner), (ii) a customer of, or supplier to, the Corporation or any of its shareholders, partners, members, subsidiaries or affiliates, (iii) a person or other entity controlling or under common control with any such shareholder, officer, partner, member, employee, supplier or customer, or (iv) a member of the immediate family of any such shareholder, officer, partner, member, employee, supplier or customer. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policy of a person or entity, whether through ownership of voting securities, by contract or otherwise.

The following Article XII is added to the Articles of Incorporation:

ARTICLE XII - SINGLE PURPOSE ENTITY

The Corporation shall at all time remain a "single purpose entity" and, in furtherance thereof, the Corporation shall:

(a) Not own any asset or property other than a general partnership interest in FLA-CG I Limited Partnership, a Florida limited partnership (the "Partnership"), which owns, manages and operates certain improved real property located in Palm Springs, Florida (the "Project");

(b) Not engage in any business other than the ownership of its interest in the Partnership and will conduct and operate its business as presently conducted and operated;

(c) Not enter into any contract or agreement on behalf of the Partnership with any constituent party or any affiliate of any constituent party, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any such party;

(d) Not incur on behalf of the Partnership any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) debt incurred in connection with the Project, and (ii) trade payables not in excess of amounts reasonably expected to be incurred in the ordinary course of its business of owning and operating the Project;

(e) Not make any loans or advances on behalf of the Partnership to any third party (including any affiliate or constituent party) and not acquire obligations or securities of its affiliates or constituent parties;

(f) Remain solvent and pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due to the extent that it has funds available;

(g) Preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the jurisdiction of its organization or formation;

(h) Maintain all of its books, records, financial statements and bank accounts separate from those of its affiliates and any constituent party, will file its own tax returns and will maintain its books, records, resolutions and agreements as official records;

(i) At all times will hold itself out to the public as a legal entity separate and distinct from any other entity (including any affiliate or any constituent party), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct business in its own name, shall not identify itself or any of its affiliates as a division or part of the other and shall maintain and utilize separate stationery, invoices and checks;

(j) Maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(k) Not seek or effect the liquidation, dissolution, winding up, consolidation or merger, in whole or in part of the Partnership;

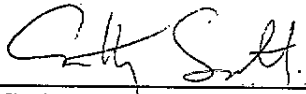
(l) Not commingle its funds and other assets those of any affiliate or constituent party or any other person or entity;

- (m) Maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or constituent party or any other person or entity;
- (n) Not hold itself out to be responsible for the debts or obligations of any other person;
- (o) Not guarantee or become obligated for the debts of any other entity or person or hold itself out to be responsible for the debts of another person or entity;
- (p) Not share any common logo with or hold itself out as or be considered as a department or division of any principal, member or affiliate of the Corporation or the Partnership or any other person or entity;
- (q) Not fail to allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (r) Not pledge its assets for the benefit of any other person or entity;
- (s) Not fail to maintain a sufficient number of employees in light of its contemplated business operations;
- (t) Not take any action which, under the terms of its Articles of Incorporation, Bylaws or any voting trust agreement with respect to any common stock, requires a vote of the Board of Directors unless at the time of such action there shall be at least one (1) member of the Board of Directors who is an Independent Director: and
- (u) Not take any of the following actions unless at the time of the action there shall be at least one (1) member of the Board of Directors who is an Independent Directors who has approved such action:
- (1) File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
 - (2) Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
 - (3) Make any assignment for the benefit of its creditors; or
 - (4) Take any action in furtherance of any of the foregoing.

The Amendment was adopted on December 21, 1999 by the sole incorporator of the Corporation prior to the issuance of any stock in the Corporation pursuant to Section 607.1005, Florida Statutes; therefore, shareholder approval was not required as set forth in Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 21st day of December, 1999.

FLA-CG I, INC., a Florida corporation

By: 

Cathy Scott, Sole Incorporator