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February 7, 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Amendment  
File No. 3383\10739

500002083275--9  
-02/11/97--01037--009  
\*\*\*\*437.50 \*\*\*\*87.50

Dear Sir or Madam:

Enclosed herewith for filing are five (5) originals and five copies of Articles of Amendment for the following corporations to change its "Nature of Business:"

1. 1301 Brandon Corporation;
2. 4325 South Florida Corporation;
3. 12701 Dale Mabry Corporation;
4. 6708 Forest Hill Corporation; and
5. 10111 South Federal Corporation.

I am also enclosing a check made payable to the "Secretary of State" in the amount of \$437.50, representing the \$35.00 filing fee and \$52.50 fee for a certified copy for each amendment. An envelope is also enclosed for your convenience in returning the certified copies to us.

Should you have any questions regarding the filing of the enclosed amendments, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, GILDAN, YEAGER, GERSON &  
WHITE P.A.

*Georgina J. Fopham*  
Georgina J. Fopham  
Legal Assistant

Enclosures: Amendments (w/copy)  
Check  
Envelope

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Amend  
97 FEB 12 AM 10:30  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
1301 BRANDON CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 12 AM 10:29

Pursuant to the provisions of Section 607.1006, Florida Statutes, 1301 Brandon Corporation, a Florida corporation, hereby amends its Articles of Incorporation, stating as follows:

Article II is hereby amended to read:

ARTICLE II. NATURE OF BUSINESS

The purposes for which the Corporation is formed are:

A. to own and lease (the "Lease") certain real estate located at 1301 West Brandon Blvd., Brandon, Florida (the "Real Estate"), and refinance the Real Estate improvements with a loan (the "Loan") from FFCA Mortgage Corporation (the "Lender"), and sell, convey, finance, mortgage and otherwise dispose of all or any part of the Real Estate.

B. to enter into and to perform obligations pursuant to agreements necessary or desirable to effectuate the foregoing (the "Agreements"); and

C. to engage in any lawful act or activity that may be taken by, and to exercise any powers permitted to, corporations organized under the General Corporation Law of Florida that are incidental to and necessary or desirable for the accomplishment of the above-mentioned purposes.

Article VII is hereby added:

ARTICLE VII. BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the reserved power of the shareholders to adopt, amend or repeal Bylaws which may include the power to restrict in any manner power granted to the Board of Directors by this Article VII.

Article VIII is hereby added:

ARTICLE VIII. LIMITATION ON DIRECTOR LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as Director; provided, however, that this limitation of liability of a Director shall not apply with respect to (i) breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any liability arising under Section 607 of the Florida Business Corporation Act and (iv) any transaction from which the Director derives an improper personal benefit.

Article IX is hereby added:

ARTICLE IX. COVENANTS REGARDING OPERATIONS

A. The Corporation shall not incur, assume or guarantee any indebtedness except for such indebtedness as may be incurred or guaranteed by the Corporation in connection with the financing of the Real Estate with the Lender.

B. The Corporation shall not engage in any business or activity other than in connection with or relating to the Agreements.

C. The funds and other assets of the Corporation shall not be commingled with those of any other entity, other than with the following affiliates: (a) 4755 West Atlantic Corporation; (b) 6708 Forest Hill Corporation; (c) 10111 South Federal Corporation; (d) 4325 South Florida Corporation; (e) 1763 Tamiami Corporation; (f) 12701 Dale Mabry Corporation; and (g) Restaurant Real Estate Management Corporation.

D. The Corporation shall not hold itself out as being liable for the debts of any other party, other than debts with the Lender.

E. The Corporation shall not form, or cause to be formed, any subsidiaries.

F. The Corporation shall act solely in its corporate name and through its duly authorized officers or agents in the conduct of its business, and shall conduct its business so as not to mislead others as to the identity of the entity with which they are concerned.

G. The Corporation shall not file any voluntary petition or consent to the filing of any petition in or institute any bankruptcy, reorganization, arrangement, insolvency or liquidation proceeding or other proceeding under any federal or state bankruptcy or similar law on behalf of itself without the prior unanimous consent of all Directors.

H. The Corporation shall maintain corporate records and books of account and shall not commingle its corporate records and books of account with the corporate records and books of account of any entity. The books of the corporation may be kept (subject to any provision contained in the statutes) inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.


I. The Board of Directors of the Corporation shall hold appropriate meetings to authorize all of its corporation actions. Regular meetings of the Board of Directors shall be held not less frequently than once per annum.

J. Meetings of the stockholders of the Corporation shall be held not less frequently than one time per annum.

K. The Corporation shall not amend, alter, change or repeal any provision contained herein without the unanimous affirmative vote in favor thereof by the Corporation's Directors and the prior consent of the Lender.

The foregoing Amendment to the Articles of Incorporation of 1301 Brandon Corporation, a Florida corporation, was approved and adopted by unanimous vote of the Board of Directors and Shareholders on October 31st, 1996 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Vice President of this Corporation, pursuant to the approval and authority given by the Board of Directors and all of the Shareholders, has executed these Articles of Amendment this 31st day of October, 1996.

  
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Arthur I. Meyer, Vice President