

JUL-09-98 11:08 FROM-

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T-121 P.01/09 F-508

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SALLEY, FEINBERG & HAMES, P.A.

ACCT#: 072100000223

CONTACT: MS. ROSE MARIE WALLACE

PHONE: (407)426-2360

FAX #: (407)426-2361

NAME: FINNANE INVESTMENTS, INC.

AUDIT NUMBER.....H98000012338

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES.....9

CERT. COPIES.....1

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

Amendment
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DIVISION OF CORPORATIONS

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ACCT#: 072100000223

CONTACT: MS. ROSE MARIE WALLACE

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FAX #: (407)426-2361

NAME: FINNANE INVESTMENTS, INC.

AUDIT NUMBER.....H98000012338

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CERT. OF STATUS..0

PAGES..... 6

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1998

FINNANE INVESTMENTS, INC.
2014 WEST COLONIAL DR.
ORLANDO, FL 32804

SUBJECT: FINNANE INVESTMENTS, INC.
REF: 583719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The preparer's statement must contain the attorney's Florida Bar Number.

The last page of your document is illegible. Please resend the last page.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000012338
Letter Number: 498A00036681



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 JUL -9 PM 1:47
DIVISION OF CORPORATIONS

July 2, 1998

FINNANE INVESTMENTS, INC.
2014 WEST COLONIAL DR.
ORLANDO, FL 32804

SUBJECT: FINNANE INVESTMENTS, INC.
REF: 583719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000012338
Letter Number: 098A00035998

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FINNANE INVESTMENTS, INC.

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of
FINNANE INVESTMENTS, INC. (the "Corporation") are hereby amended as follows:

FIRST: The name of this corporation is FINNANE INVESTMENTS, INC.

SECOND: The Articles of Incorporation are amended by adding thereto the following
new Article IX:

ARTICLE IX
SPECIAL PROVISIONS

1. The Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any Affiliates (as defined below), including, without limitation, as follows:
 - (a) At least one (1) of the directors of the Corporation (the "Independent Director") shall be a person who is not, and has not within the past 3 years been, (i) an officer, director, employee or 10 percent stockholder of the Corporation or any Affiliate, (ii) a member of the immediate family of any such person or of any Affiliate or (iii) a professional retained by the Corporation.
 - (b) The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the Corporation shall use its own separate stationary,

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Orlando, Florida 32802
(407) 426-2360
FL Bar No.: 218375

Fax Audit No.: H98000012338

invoices and checks which reflect its separate address, telephone number and facsimile number, as appropriate.

- (c) 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.
- (d) The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.
- (e) 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.
- (f) 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.
- (g) 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; provided, however, the Corporation may appoint one or more of its shareholders (or

members of their respective families) to act as its agent.

- (h) 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.
- (i) 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 Partner or any Affiliate, nor shall it make any loan.
- (j) 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.
- (k) 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.
- (l) 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.

- (m) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.
- (n) 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.
- (o) 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.

In the event of the death, incapacity, resignation or removal of an Independent Director, the Board of Directors shall promptly appoint a replacement Independent Director. In addition, no Independent Director

may be removed unless his or her successor has been elected.

2. The Corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, including the affirmative vote of the Independent Director, 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, including the affirmative vote of the Independent Director, (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.
4. Notwithstanding anything to the contrary, the Corporation may not amend this Article IX so long as any indebtedness remains outstanding to the Lender by the

Corporation or the Partnership, unless the Lender consents to such amendment in writing. Such consent of the Lender is a prerequisite to such amendment becoming effective.

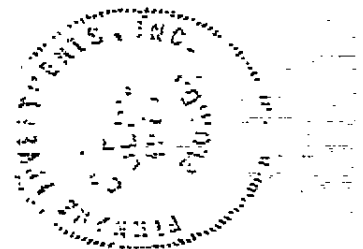
5. The foregoing Amendment was adopted by Written Consent of the Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment on May 8, 1998, and by Written Consent of the Board of Directors of the Corporation, in Lieu of a Special Meeting, executed by all of the Directors of said Corporation on May 8, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers and its corporate seal to be affixed hereto this 8th day of May, 1998.

FINNANE INVESTMENTS, INC.

By: 
Malcolm A. Finnane
President

(CORPORATE SEAL)



Typing/Amendment