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January 12, 1998

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-01/15/98--01047--015
*****37.50 *****37.50

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

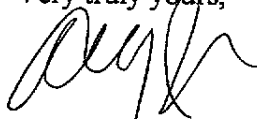
Gentlemen:

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*****50.00 *****50.00

Please file the enclosed Amendment to Articles of Incorporation of COMMERCE PARK OF PALM BEACH COUNTY, INC., and furnish a certified copy of same.

Our check for the filing fee and certification fee in the amount of \$87.50 is enclosed.

Very truly yours,



ALFRED I. HOPKINS

AIH:wpd:myr
Enclosure

cc: Mr. Michael Kaminer
Mr. Steven Shapiro

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10: 29

Amend.
01-22-98
CC

FILED 35
R. AGENT _____
CERT. COPY 52.50
CUS _____
OVERPAYMENT _____
TOTAL 87.50

CERTIFICATE OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF COMMERCE PARK OF PALM BEACH COUNTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:29

The undersigned hereby certifies that all of the shareholders of COMMERCE PARK OF PALM BEACH COUNTY, INC., a Florida corporation ("Corporation"), have approved the adoption of the following Amendment to Article III of the Articles of Incorporation to read as follows:

"ARTICLE III

1. The sole purpose for which this Corporation is organized is to engage in the management of its warehouses located in the Village of Wellington Florida and situate upon the property as legally described in Exhibit A appended hereto.

2. The Corporation's ability to incur indebtedness is limited as follows:

(a) The execution of mortgage loan documents in favor of Legg Mason Real Estate Services, Inc. in connection with a \$5,600,000 mortgage loan;

(b) Liabilities incurred in the ordinary course of business relating to the ownership and operation of the subject property.

3. The Corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of its Articles of Incorporation so long as said mortgage loan in favor of Legg Mason Real Estate Services, Inc. is outstanding.

4. The unanimous consent of the directors of the Corporation shall be required to:

(a) File, or consent to the filing of, bankruptcy or insolvency petition or other insolvency proceedings;

(b) Amend the Articles of Incorporation of the Corporation.

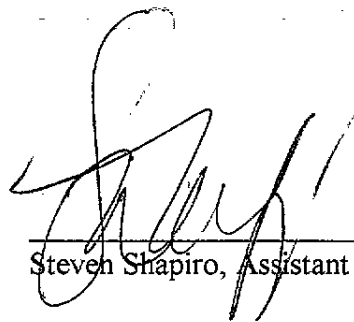
5. The directors of the Corporation shall consider the interests of the creditors of the Corporation in connection with all corporate actions.

6. In order to maintain its status as a single purpose entity, the Corporation's officers, directors and employees shall:

- (a) Maintain its books and records separate from any other person or entity;
- (b) Maintain its accounts separate from any other person or entity;
- (c) Not commingle assets with those of any other entity;
- (d) Conduct its business in its own name;
- (e) Maintain separate financial statements;
- (f) Pay its liabilities out of its own funds;
- (g) Observe all corporate formalities;
- (h) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (i) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (j) Not acquire obligations or securities of its shareholders;
- (k) Allocate fairly and reasonably any overhead for shared office space;
- (l) Use separate invoices and checks;
- (m) Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) Hold itself out as a separate entity;

- (o) Correct any known misunderstanding regarding its separate identity;
and
- (p) Maintain adequate capital in light of its contemplated business
operations.”

DATED this 6 day of January 1998.

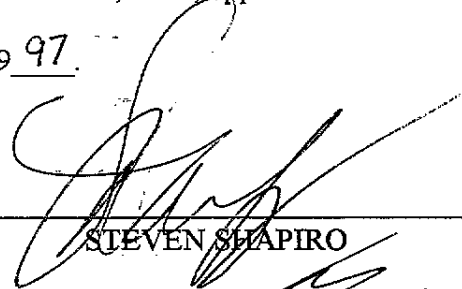


Steven Shapiro, Assistant Secretary

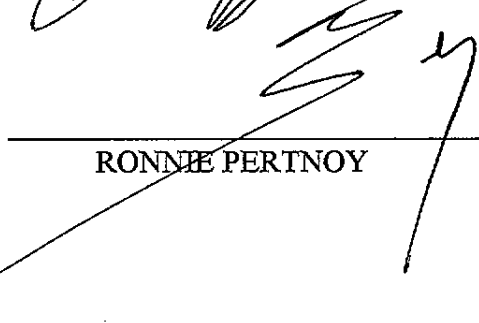
SHAREHOLDER APPROVAL OF AMENDMENT
TO ARTICLES OF INCORPORATION

The undersigned hereby approve the Amendment to Article III of the Articles of Incorporation of COMMERCE PARK OF PALM BEACH COUNTY, INC., appended hereto.

DATED this 24 day of December, 19 97.



STEVEN SHAPIRO



RONNIE PERTNOY