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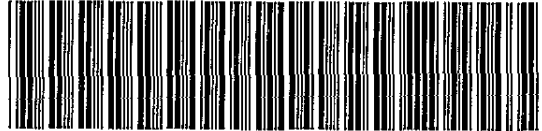
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Amend

01/29/03--01065--011 **8.75

01/29/03--01065--012 **43.75

RECEIVED 03 JAN 27 PM 4: 57
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STATE
SECURITY DIVISIONS
TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

North Atlantic Inc

- 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 _____
- 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 _____

Signature _____

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**AMENDMENT TO ARTICLES OF INCORPORATION OF
NORTH ATLANTIC, INC., A FLORIDA CORPORATION**

FILED
03 NOV 27 PM 4:57
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **North Atlantic, Inc.** are hereby amended to incorporate the following provision that was unanimously adopted by the Shareholders and Board of Directors of **North Atlantic, Inc.**

The following is an amendment to the Articles of Incorporation of **North Atlantic, Inc.**

Article III of the Articles of Incorporation is hereby deleted and the following Article III is substituted therefor:

ARTICLE III: PURPOSE.

The Corporation's business and purpose shall consist solely of the following:

- (i) To acquire a membership interest in and act as a member of Jensen North Atlantic, LLC, (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Kinko's Plaza at the Treasure Coast Mall located in Jensen Beach, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and
- (ii) to engage in such other lawful activities permitted to corporations by the Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

The following new Articles VIII and IX are hereby added

ARTICLE VIII: LIMITATIONS.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article III or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;
- (iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

- (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 LLC;
- (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 any entity;
- (vii) cause the LLC 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) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting 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 the LLC or a substantial part of property of the Corporation or the LLC, 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 corporate action in furtherance of any such action; amend Articles III, VIII or IX of this Amendment or approve an amendment to Articles II, III, IV, V or VI of the Articles of Organization governing the LLC; or
- (ix) withdraw as a member of the LLC;
- (x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE IX: SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

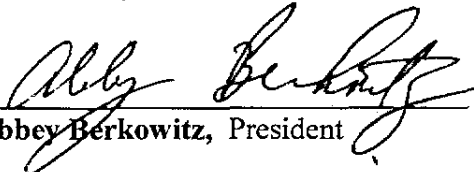
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

Articles IV through VII of the Articles of Incorporation are hereby renumbered to be Articles VI through IX.

To the extent any terms included in this Amendment are inconsistent in the Articles of Incorporation, the terms contained herein shall prevail.

This amendment was adopted unanimously by the Board of Directors and Shareholders of the corporation on the 27 day of January, 2003.

North Atlantic, Inc.

By: 
 Abbey Berkowitz, President

Attest: 
 , Secretary

STATE OF FLORIDA)
 COUNTY OF)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by

Abbey Berkowitz as President of North Atlantic, Inc., who is personally known to me or who produced _____ as identification on the 27 day of January, 2003.

Marc Birnbaum

Printed Name: _____
NOTARY PUBLIC, State of Florida

