

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

50 N. LAURA STREET
SUITE 2800

JACKSONVILLE, FL 32202-3670

904) 354-8300

FACSIMILE: 1904) 353-1673

WRITER'S DIRECT DIAL:

904-630-5381

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

December 31, 1996

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

700002063477--3
-01/21/97--01046--025
*****52.50 *****52.50

Re: Filing of Documents Regarding Marathon Associates,
Ltd., a Florida Limited Partnership in connection
with a \$2,500,000 Loan from Bloomfield Acceptance
Company, L.L.C.

Dear Sir/Madam:

Enclosed herewith for filing please find the following
original documents and a separate check for the filing fee for each
document:

1. UCC-3 Termination Statement
Check for \$12.00
2. UCC-1 Financing Statement (10 pages attached, 1 debtor)
Check for \$55.00
3. Amendment to Certificate of Limited Partnership
Check for \$52.50
4. Amendment to Agreement of Limited Partnership of Marathon
Associates, Ltd.

JK2 86910.1 99980 00100
12/31/96 1:23 pm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -7 12:30

APPROVED
AND
FILED

Handwritten: J20745, Amend, 1-7-97

Secretary of State
December 31, 1996
Page 2

- Check for \$52.50
5. Amendment to Articles of Incorporation of Southern Property Planners, Inc., a Florida Corporation
Check for \$52.50
6. Amendment to Articles of Incorporation for Empire Park, Inc., a Florida Corporation
Check for \$52.50

please distribute these checks and documents to the appropriate departments for filing. Upon completion of filing, please forward back to me copies of the filed documents. Thank you for your cooperation in this matter, and if you have any questions or comments regarding any of the foregoing please do not hesitate to give me a call.

Very truly yours,

Alan C. Sheppard, Jr.
Alan C. Sheppard, Jr.

ACS/mlj
Enclosures
cc: Jeffrey C. Urban, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -7 PM 2:30

APPROVED
AND
FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

NAME OF CORPORATION:

Empire Park, Inc.

DATE OF FILING OF ARTICLES OF INCORPORATION:

June 24, 1986 (effective June 23, 1986)

AMENDMENT:

1. Article III of the Articles of Incorporation of this Corporation is hereby amended in its entirety to read as follows:

ARTICLE III - PURPOSE

The purpose of this corporation is to acquire, own, invest, maintain, operate, rent, sell or otherwise transfer or dispose of or lease (1) that certain property known as Key R.V. Park located at 6099 Overseas Highway, Marathon, Florida, and (2) the assets of (a) Empire Park Partners, a Florida general partnership, and (b) Marathon Associates, Ltd., a Florida limited partnership, and to engage in activities and transactions which are necessary or advisable to accomplish the foregoing purposes. However, this corporation shall not engage in any other activity or business, and shall not change the foregoing business purposes without the prior written consent of Bloomfield Acceptance Company, its successors or assigns, as the holder of the first mortgage to Marathon Associates, Ltd., for as long as such first mortgage remains unpaid; and

FURTHER RESOLVED, that the officers of this Corporation, acting singly, for and on behalf of this Corporation, under its corporate seal or otherwise, be and hereby are authorized to execute any and all documents and perform any and all acts that they, in their sole discretion deem necessary or appropriate to effect the foregoing resolution.

APPROVED
AND
FILED

97 JAN -7 PM 2:30

The foregoing amendment was adopted pursuant to Section 607.1003(6), Florida Business Corporation Act, by the Written Consent to Resolutions by the Sole Shareholder of the Corporation on December 26, 1996.

IN WITNESS WHEREOF, Empire Park, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 26 day of December, 1996.

EMPIRE PARK, INC.

By: Karl B. Hanson, Jr.
Karl B. Hanson, Jr.
President