

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-3870 • 1-800-342-8062 • Fax (850) 222-1222

K27304

Ocala Prince, Inc.

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File Amend
- ___ 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 _____
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCALA PRINCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article II of the Articles of Incorporation of OCALA PRINCE, INC. is hereby deleted in its entirety and replaced with the following:

The nature of the business or purpose to be conducted or promoted by the corporation is to engage in the following activities:

- (a) To acquire, own and hold a general partnership interest in RSM I, Ltd., a Florida limited partnership, the general partners of OCALA PRINCE, LTD., a Florida limited partnership (the "Partnership") and, in connection with the ownership of any such interest, to act as a general partner of the Partnership, to exercise all of its rights and perform all of its obligations as a general partner of the Partnership; and
- (b) To engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

2. Article X of the Articles of Incorporation of OCALA PRINCE, INC. shall be amended to read as follows:

ARTICLE X
BY-LAWS

The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal by-laws of the corporation by unanimous affirmative vote of all directors.

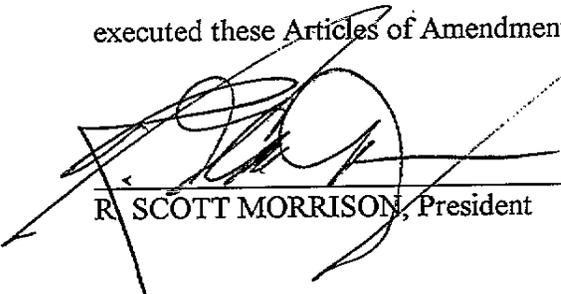
3. An Article XIV shall be added to the Articles of Incorporation of OCALA PRINCE, INC. as follows:

ARTICLE XIV
LEGG MASON REAL ESTATE SERVICES, INC. LOAN

So long as the loan of the Partnership in the original principal amount of \$5,000,000.00 by Legg Mason Real Estate Services, Inc., its successors or assigns remains outstanding, the corporation shall not (i) engage in any business or activity other than as permitted by Article II; (ii) merge or consolidate with any corporation or sell, lease, or otherwise transfer all or substantially all of its assets to another corporation, except as contemplated by Article II; (iii) dissolve or liquidate in whole or in part or institute proceedings to be adjudicated a bankrupt or insolvent, or consent to the institution of a bankruptcy or insolvency proceedings against it, or file a petition seeking or consent to reorganizational 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 general 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; (iv) take any action as a general partner of the Partnership to dissolve or liquidate the Partnership in whole or in part or institute proceedings to have the Partnership adjudicated a bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Partnership, or file a petition seeking or consent to reorganizational 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 Partnership, or a substantial part of the Partnership's property, or make any general assignment for the benefit of the Partnership's creditors, or admit in writing the Partnership's inability to pay its debts generally as they become due, or take any action in furtherance of any such action; (v) approve any material amendment to any material transaction of the Corporation; and (vi) amend or repeal Articles II, X or XIV of the certificate of incorporation of the corporation. The corporation shall insure at all times that it maintains corporate records and books of account that are separate from those of any other corporation, company or entity, including affiliates.

3. The foregoing amendment was unanimously adopted by the shareholders of this Corporation on March 23, 1998.

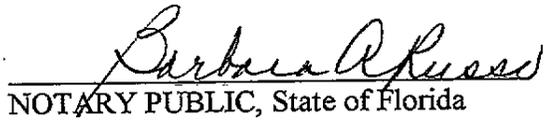
IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on March 23, 1998.


R. SCOTT MORRISON, President


R. SCOTT MORRISON, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Amendment were acknowledged before me this 23 day of March, 1998, by R. Scott Morrison, President and Secretary, of Ocala Prince, Inc., on behalf of the Corporation, who is ✓ personally known to me, or produced _____ as identification, and did not take an oath


NOTARY PUBLIC, State of Florida

[SEAL]

Printed name of Notary/Serial No.
My Commission Expires:

 **BARBARA A. RUSSO**
COMMISSION # CC 5537
EXPIRES JUN 28, 2008
BONDED THRU
ATLANTIC SURETY CO.