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AUTHORIZATION : *Patricia Pruitt*

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TALLAHASSEE, FLORIDA

ORDER DATE : June 15, 1999

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CUSTOMER NO: 163441A

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CUSTOMER: Mal Chaifetz, Esq
Chaifetz & Chaifetz
350 Fifth Avenue
Suite 6304
New York, NY 10118

DOMESTIC AMENDMENT FILING

NAME: C.S. JACKSONVILLE WAREHOUSE
CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

RECEIVED
99 JUN 16 PM 2:30
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLETTE JUN 16 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

C.S. JACKSONVILLE WAREHOUSE CORP.

99 JUN 16 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

1. Article **THIRD** is hereby amended to read as follows:

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

A. The acquisition, ownership, operation and management of that certain warehouse/office facility comprised of approximately 100,000 square feet, commonly known as 6805 Southpoint Parkway, Jacksonville, Duval County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

B. To engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

C. Notwithstanding any other provisions of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") for the benefit of COMPASS BANK, remain outstanding and not paid in full, 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 this Article **THIRD**;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(iii) dissolve or liquidate, in whole or in part;

(iv) 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;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution for bankruptcy or insolvency proceedings against the Corporation, 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 a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its liability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

(vi) further amend these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (vi) above without the written consent of the holder of the Mortgage."

2. Article SIXTH is hereby amended to read as follows:

"The street address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, City of Tallahassee 32301, County of Leon and the name of the Registered Agent of the Corporation at such address is Corporation Service Company.

3. A new Article TENTH is added to read as follows:

"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 Directors 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 and maintain a sufficient number of employees in light of its contemplated business operations;

(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;

(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) pay its own liabilities out of its own funds;

(l) not acquire obligations or securities of its shareholders;

(m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(n) correct any known misunderstanding regarding its separate identity;

(o) maintain adequate capital in light of its contemplated business operations; and

(p) maintain all required qualifications to do business in the state in which the Property is located.

SECOND: The date of each amendment's adoption is June 14, 1999.

THIRD: Adoption of Amendments: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 14th day of June, 1999

Signature: _____

MALCOLM CHAIFETZ, Secretary

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida statutes, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation. The undersigned is familiar with and accepts the obligations of such position.

CORPORATION SERVICE COMPANY

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