

L29288

LUIS A. CONSUEGRA
Attorney at Law

780 N.W. 42nd Avenue
Suite 300
Miami, Florida 33126
Telephone: (305) 569-5453

August 25, 1998

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

300002628083--1
-08/28/98--01002--005
*****87.50 *****87.50

ATTN: LOUISE FLEMMING-JACKSON
Corporate Specialist Supervisor

Re: Certificate of Amendment of 2-C INVESTMENTS ENTERPRISES, INC.

Gentlemen:

In connection with your Letter Number 998A00037472, please be advised that all the corrections you required have been made as follows:

1. We have corrected the name of the Corporation, in Paragraph 1 of the document.
2. In Paragraph 1, we have also referenced the fact that 100% percent of the shareholders approved the amendment. This covers the requirement of items numbered (1) and (2) of your letter.

It is essential that this instrument be filed, and a certified copy of same be returned to us, as soon as possible. If you have any further requirements, please call me personally at (305) 569-5453. If I am not available, please call the paralegal who is assisting me in this matter, Maria E. Perez, at (305) 569-5407.

Thank you for your kind attention to this matter.

Very truly yours,

Maria E. Perez
FOR: Luis A. Consuegra

LAC/mep

FILED
98 AUG 28 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

LFP 8-28-98

LUIS A. CONSUEGRA
Attorney at Law

780 N.W. 42nd Avenue
Suite 300
Miami, Florida 33126
Telephone: (305) 569-5453

June 26, 1998

Secretary of State
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

Re: Amendment to Articles of Incorporation of 2-C Investments, Inc.

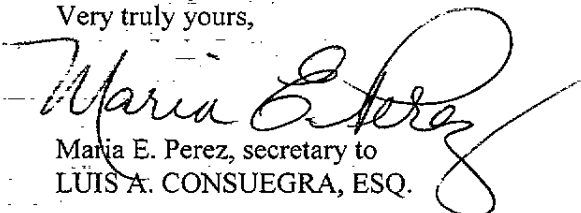
Gentlemen:

Enclosed please find Amendment, to be filed in the public records of the Division of Corporations. We also enclose check in the amount of \$87.50 to cover the following:

\$35.00	-	Filing Fee
52.50	-	Certified Copy

Please file same and send a Certified Copy to this office..

Very truly yours,


Maria E. Perez, secretary to
LUIS A. CONSUEGRA, ESQ.

98 JUL -6 AM 8:41
DIVISION OF CORPORATIONS
LAC/mep

~~*308, 1092, 580, 620, 767*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

Maria E. Perez
% Luis A. Consuegra, Esquire
780 NW 42nd Avenue, Suite 300
Miami, FL 33126

SUBJECT: 2-C INVESTMENTS ENTERPRISES, INC.
Ref. Number: L29288

We have received your document for 2-C INVESTMENTS ENTERPRISES, INC. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return the enclosed check for \$87.50 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 998A00037472

RECEIVED
98 AUG 28 AM 7:35
DIVISION OF CORPORATIONS

AMENDMENT TO ARTICLES OF INCORPORATION OF
2-C INVESTMENTS ENTERPRISES, INC.

FILED
98 AUG 28 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT, made and entered into on this 27 day of May, 1998, does hereby certify as follows:

1. This is an Amendment to the Articles of Incorporation of 2-C INVESTMENTS ENTERPRISES, INC., a Florida corporation, filed for record on November 14, 1989, under Document No. L29288, which amendment was unanimously approved by One Hundred Percent (100%) of the shareholders, on May 27, 1998.

2. The language presently contained under Article II of the Articles of Incorporation is hereby deleted in its entirety. Article II is now amended to read as follows:

II.

A. Purpose:

The general nature of the business to be transacted by said corporation, shall be and is as follows:

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

(1) *To acquire that certain parcel of real property, together with all improvements located thereon, in the City of Hialeah, State of Florida, commonly known as 7765 through 7835 West 30th Court, and 3011 through 3051 West 76th Court, (the "Property").*

(2) *To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, and otherwise deal with the Property.*

(3) *To exercise all powers enumerated in the [General Corporation Law] of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.*

B. Certain Prohibited Activities:

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Corporation to the contrary, the following shall govern: The corporation shall only incur

indebtedness in an amount necessary to acquire, operate, and maintain the Property. For so long as the mortgage from MIG-NAT, INC. to BELGRAVIA CAPITAL CORPORATION or any modifications or renewals thereof, exists on the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America, or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article II, Subparagraph B, and in Subparagraph D below, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage exists on the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

C. Indemnification.

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

D. Separateness Covenants.

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Corporation to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. *It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.*

2. *It shall maintain separate corporate records and books of account from those of its parent and any affiliate.*

3. *Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate action, and in authorizing such actions, shall observe all corporate formalities.*

4. *It shall not commingle assets with those of its parent and any affiliate.*

5. *It shall conduct its own business in its own name.*

6. *It shall maintain financial statements separate from its parent and any affiliate.*

7. *It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.*

8. *It shall maintain an arm's length relationship with its parent and any affiliate.*

9. *It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.*

10. *It shall use, stationery, invoices, and checks separate from its parent and any affiliate.*

11. *It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.*

12. *It shall hold itself out as an entity separate from its parent and any affiliate.*

For purpose of this Article II, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise, with any

director, officer, or employee, of the Corporation, its parent, or any affiliate thereof, and (ii) any person with receives compensation for administrative, legal, or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified peson, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint ventue, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

All other sections of said Articles of Incorporation not hereby amended, shall remain in full force and effect.

WITNESS my hand and official seal on the day and year first hereinabove written.


CARLOS M. GARCIA, President

STATE OF FLORIDA:

:SS.

COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared CARLOS M. GARCIA, as President, Secretary, Director and sole shareholder of 2-C INVESTMENTS ENTERPRISES, INC., a Florida corporation, who has produced his Driver's License as identification. He further acknowledged before me that he executed the same, for the purposes therein expressed, as the act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid on this 27 day of May, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

