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LAW OFFICES OF
WILLIAM A. HAMILTON, III
PROFESSIONAL ASSOCIATION
4729 HIGHWAY 17, SUITE 203
ORANGE PARK, FLORIDA 32073

William A. Hamilton, III
Frederic A. Buttner, III

October 21, 1999

Telephone (904) 278-3888
Telefax (904) 278-3880

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
GEORGE FIRESTONE BUILDING
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the Certificate of Amendment to Articles of Organization of the following:

1. 1998 Lake City Associates, L.L.C.
2. 1999 Jax Beach Associates, L.L.C.
3. 1997 M.L.E., L.C.

Please issue a Certificate of Status.

Please find the appropriate filing fees attached.

Very truly yours,

William A. Hamilton, III
William A. Hamilton, III

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TALLAHASSEE, FLORIDA

WAH:sa
enclosure

JB
10-28-99

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
1998 LAKE CITY ASSOCIATES, L.L.C.**

FIRST: The date of filing of the articles of organization was September 23, 1998

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

1. A new Article X is added to read as follows:

"Article X PURPOSES AND POWERS

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

A. The acquisition, construction, ownership, operation, leasing and management of that certain facility commonly known as ECKERD'S DRUG STORE located on Baya Avenue in Lake City, Columbia County, Florida (the "Property"), pursuant to and in accordance with these Articles of Organization; and

B. To engage in such other lawful activities permitted to Limited Liability Companies by the 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 Company, and so long as any obligations secured by the Property pursuant to the first lien mortgage, (the "Mortgage"), for the benefit of SOUTHTRUST BANK, N.A., remain outstanding and not paid in full, the Company shall not, without the unanimous consent of the members, do any of the following:

- (i) engage in any business or activity other than those set forth in this Article X.

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- (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 Company, 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 Company or a substantial part of the property of the Company, 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 Organization.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Company 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. A new Article XI is added to read as follows:

"The Company 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;

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- (c) hold regular member meetings, as appropriate, to conduct the business of the Company and observe all other limited liability company 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;

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- (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."

IN WITNESS WHEREOF, the undersigned members have made and subscribed to the Articles of Amendment to the Articles of Organization of 1998 LAKE CITY ASSOCIATES, L.L.C. and this Certificate at Jacksonville Beach, Florida on this 12 day of October, 1999.



PAUL S. FERBER



P. SHIELDS FERBER, JR.

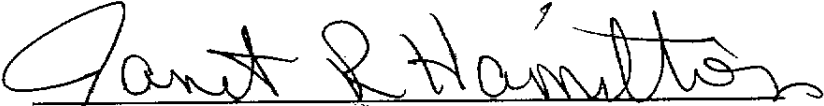


DANIEL CRAPPS

State of Florida
County of Duval

The foregoing instrument was acknowledged before me this 12 day of October, 1999, by PAUL S. FERBER, P. SHIELDS FERBER, JR., and DANIEL CRAPPS, who are personally known to me.





Notary Public
State of Florida at Large

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