

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

N. HENDRICKS JAN 21 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN  
WHI Pick Up 1/21 12:00

**M71626**  
No. 53653  
RE: Hattiesburg/Oak  
Grove, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	01/21/97-01013-024	
Annual Report/Reinstatement	*****35.00 *****35.00	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connection

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF HATTIESBURG/OAK GROVE, INC.**

**FILED**  
97 JAN 21 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Retail Development, Inc. a Florida corporation and sole shareholder of  
Hattiesburg/Oak Grove, Inc., a Florida corporation, pursuant to Florida Statute section  
007.1003(6)(1995) hereby executes and files this Amendment to Articles of  
Incorporation as follows:

**Article I - Name**

Hattiesburg/Oak Grove, Inc.

**Article II - Nature of Business**

The purpose of the corporation is to engage solely in the following activities:

- (a) to own and operate the real property described in Exhibit "A";
- (b) to engage in any activity and exercise any powers permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

**Article VIII**

The Corporation will conduct its affairs in accordance with the following provisions:

- (a) the Corporation will maintain separate corporate records and books of account from those of any person or entity owning beneficially more

than 50% of the outstanding shares of Common Stock of the Corporation ("Beneficial Owner");

- (b) the Corporation's assets will not be commingled with those of any other entity;
- (c) the Corporation's Board of Directors will hold regular meetings, not less frequently than once every calendar year, to review the actions of the officers of the Corporation and to authorize and approve (i) all transactions outside the ordinary course of the Corporation's business that are incidental, necessary, suitable or convenient for the accomplishment of the purposes set forth in Article II, and (ii) such other transactions, agreements and actions of the Corporation as the Board of Directors deems appropriate in connection with its review and supervision of the Corporation's actions;
- (d) the Corporation shall not engage in any business other than those necessary for the ownership, management or operation of the Property and any business transactions with any Beneficial Owner or affiliate of the Corporation or any affiliate of any Beneficial Owner or affiliate of the Corporation shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate of the Corporation or a Beneficial Owner or an affiliate of a Beneficial Owner of the Corporation;

- (e) for so long as the loan from Financial Federal Savings Bank, its successors and/or assigns, to the Corporation in the approximate amount of \$5,700,000.00 (such loan, as modified, amended or extended, the "Loan") shall remain in existence and unpaid, the Corporation shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan;
- (f) the Corporation shall not make any loans or advances to any third party (including any affiliate of the Corporation or any Beneficial Owner or principal or an affiliate of any Beneficial Owner or principal of the Corporation);
- (g) the Corporation shall be solvent and pay its liabilities from its assets as they shall become due;
- (h) the Corporation shall conduct and operate its business as presently conducted and operated;
- (i) the Corporation shall maintain books and records and bank accounts separate from those of its affiliates, including its Beneficial Owners;
- (j) the Corporation shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate thereof, including any Beneficial Owner or any affiliate of any Beneficial Owner of the Corporation);
- (k) the Corporation shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and

character and in light of its contemplated business operations;

- (l) for so long as the Loan remains outstanding, the Corporation shall not seek or consent to the dissolution or winding up, in whole or in part, of the Corporation; and
- (m) the Corporation shall not commingle the funds and other assets of the Corporation with those of any Beneficial Owner of the Corporation, any affiliate of a Beneficial Owner of the Corporation or any other person.

#### Article IX

Notwithstanding any other provision of the Certificate of Incorporation, bylaws, or any provision of law that otherwise so empowers the Corporation, as long as the loan remains outstanding, the Corporation shall not:

- (a) engage in any business or activity other than as authorized by Article II hereinabove;
- (b) dissolve or liquidate, in whole or in part; or
- (c) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity or permit any entity to merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it; or
- (d) amend, alter, change or repeal any of the following articles of this Certificate of Incorporation; Article II, Article VIII, Article IX and Article X.

**Article X**

The Corporation reserves the right to amend, alter, or repeal any other provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to the reservation; provided, however, that Article II, Article VIII, Article IX and this Article X may be amended only in accordance with Article IX of this Amendment to Articles of Incorporation.

These Amendments are adopted this 16<sup>th</sup> day of January, 1997

RETAIL DEVELOPMENT, INC.

a Florida corporation

By: Thomas D. Murray, President

Thomas D. Murray, as President

EXHIBIT     A

**DESCRIPTION**

COMMENCE AT THE SOUTHWEST CORNER OF THE NE 1/4 OF THE SW 1/4 OF SECTION 12, TOWNSHIP 4 NORTH, RANGE 14 WEST, LAMAR COUNTY, MISSISSIPPI AND RUN S00°14'00"E FOR 157.90 FEET; THENCE RUN S89°58'00"E FOR 510.00 FEET TO A 1/2" REBAR AND THE POINT OF BEGINNING. FROM THE POINT OF BEGINNING RUN N00°22'23"W FOR 121.77 FEET TO A 1/2" REBAR; THENCE RUN S89°47'09"W FOR 70.01 FEET; THENCE RUN N00°07'14"W FOR 721.02 FEET TO AN 'X' IN CONCRETE; THENCE RUN S89°52'14"E FOR 57.51 FEET TO A P.K. NAIL; THENCE RUN ALONG THE ARC OF A CURVE WHICH CURVES TO THE LEFT AND HAS A RADIUS OF 156.00 FEET, A CENTRAL ANGLE OF 73°32'14", A LONG CHORD OF S53°21'23"W FOR 186.76 FEET, FOR AN ARC LENGTH OF 200.22 FEET TO A 1/2" REBAR; THENCE RUN N89°49'00"E FOR 121.27 FEET TO AN 'X' IN CONCRETE; THENCE RUN S00°07'14"E FOR 148.00 FEET TO AN 'X' IN CONCRETE; THENCE RUN N89°47'37"E FOR 446.76 FEET TO A COTTON SPINDLE; THENCE RUN N06°06'12"W FOR 18.84 FEET TO A 4" x 4" CONCRETE MONUMENT; THENCE RUN N83°53'47"E FOR 26.50 FEET TO A 4" x 4" CONCRETE MONUMENT AND THE WEST RIGHT-OF-WAY LINE OF WESTOVER PAVED PUBLIC DRIVE; THENCE RUN S06°06'12"E ALONG SAID WEST RIGHT-OF-WAY LINE FOR 249.90 FEET TO AN IRON PIPE; THENCE RUN S01°00'21"W ALONG SAID WEST RIGHT-OF-WAY LINE FOR 215.19 FEET TO AN IRON PIPE; THENCE RUN N89°55'13"W FOR 274.68 FEET TO AN IRON PIPE; THENCE RUN S51°48'15"W FOR 249.12 FEET TO A 1/2" REBAR; THENCE RUN S89°09'13"W FOR 238.51 FEET TO A 1/2" IRON PIPE; THENCE RUN S11°16'11"W FOR 212.69 FEET BACK TO THE POINT OF BEGINNING. SAID PARCEL OF LAND IS PART OF THE EAST 1/2 OF THE SW 1/4 OF SECTION 12, TOWNSHIP 4 NORTH, RANGE 14 WEST, LAMAR COUNTY, MISSISSIPPI AND CONTAINS 10.83 ACRES, MORE OR LESS.

NOTE: THIS IS TO CERTIFY THAT THIS PROPERTY IS WITHIN ZONE 'X' WHICH IS THE AREA DETERMINED TO BE OUTSIDE THE 500 YEAR FLOOD PLAIN ACCORDING TO F.I.A. COMMUNITY PANEL NO: 28073C0060 C DATED: APRIL 2, 1990