



THE UNITED STATES
CORPORATION
COMPANY

PO0000002861

FILED
JAN 13 PM 3:40
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 551025 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 13, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 551025-005

CUSTOMER NO: 4724636

CUSTOMER: Peter Holton, Esq
Jones Foster Johnston & Stubbs
Suite 1100
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West Palm Beach, FL 33401

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Amend

DOMESTIC AMENDMENT FILING

NAME: WOOLBRIGHTBRIGHT 2 FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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1/14/00

RECEIVED
00 JAN 13 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

**AMENDMENT NO. ONE
TO
ARTICLES OF INCORPORATION
OF
WOOLBRIGHT 2 FLORIDA, INC.**

FILED
00 JAN 13 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOOLBRIGHT 2 FLORIDA, INC., a Florida corporation, by its President,
Duane Stiller, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolutions were duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated January 11, 2000, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of WOOLBRIGHT 2 FLORIDA, INC., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on January 10, 2000, be amended by striking Article II thereof in its entirety and by substituting therefor the following:

ARTICLE II

Purpose

This corporation's business and purpose shall consist solely of the following:

1. To serve as general partner of Woolbright Coral Palm, Ltd., a Florida limited partnership (the "Partnership") which Partnership shall own, operate and manage the real estate project known as Coral Palm Plaza located in Coral Springs, Florida (the "Property"), pursuant to and in accordance with its Certificate of Limited Partnership and Limited Partnership Agreement; and
2. To engage in such other lawful activities permitted a corporation by the applicable laws and statutes for such entities of the State of Florida as are incidental,

necessary or appropriate to the foregoing.

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of WOOLBRIGHT 2 FLORIDA, INC., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on January 10, 2000, be amended by adding the following articles XI, XII, and XIII:

ARTICLE: XI LIMITATIONS

Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers this corporation, this corporation shall not, without the unanimous consent of its shareholders, do any of the following:

1. Engage in any business or activity other than those set forth in Article II (hereof);
2. Do any act which would make it impossible to carry on the ordinary business of this corporation, except as otherwise provided in these Articles;
3. Borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on this corporation's property; except, however, this corporation is hereby authorized to enter into financing (the "Loan") for the Partnership from Inland Mortgage Corporation in such amount and on such terms as this corporation may elect, and to grant on behalf of the Partnership a mortgage, deed of trust, lien or liens on the Partnership's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;
4. Dissolve or liquidate, in whole or in part;
5. 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;
6. Institute proceedings to be adjudicated bankrupt or

insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, 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 this corporation or a substantial part of property of this corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take company action in furtherance of any such action; or

7. Amend the Articles of Incorporation of this corporation.

In addition to the foregoing, this corporation shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (A) through (E) or item (G) above.

ARTICLE: XII TITLE TO COMPANY PROPERTY.

All property owned by this corporation shall be owned by this corporation as an entity and, insofar as permitted by applicable law, shareholder shall have any ownership interest in any corporate property in its individual name or right and, each ownership interest in this corporation shall be personal property for all purposes.

ARTICLE: XIII SEPARATENESS PROVISIONS.

This corporation shall:

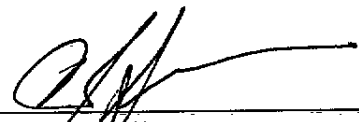
1. Maintain books and records and bank accounts separate from those of any other person;
2. Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
3. Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
4. Hold regular shareholder and board of directors meetings, as appropriate, to conduct the business of this

corporation, and observe all other legal formalities;

5. 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;
6. Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
7. Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
8. Conduct business in its own name, and use separate stationary, invoices and checks;
9. Not commingle its assets or fund with those of any other person; and
10. Not assume, guaranty or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be
signed in its name by its President this 12 day of January, 2000..

WOOLBRIGHT 2 FLORIDA, INC.

By 
Duane Stiller
President