

Division of Corporations

Page 1 of 2

P000000028276

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ESA AVENTURA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amend
SP
5/25/00

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESA AVENTURA INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

ESA AVENTURA, INC.

2. The Articles of Incorporation are hereby amended as follows:

Article III is deleted in its entirety and substituting therefor the following:

"ARTICLE III.

The sole purpose of the corporation is to acquire, own, hold, maintain, and operate The Jaffe Eye Institute Building (the "Project"), together with such other activities as may be necessary or advisable in connection with the ownership of the Project. Notwithstanding anything contained herein to the contrary, the corporation shall not engage in any business, and it shall have no purpose, unrelated to the Project and shall not acquire any real property or own assets other than those related to the Project and/or otherwise in furtherance of the purposes of the corporation.

Article VIII is hereby inserted and adopted to read as follows:

ARTICLE VIII

The corporation shall not, without the affirmative vote of 100 percent of the Board of Directors institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent 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 its property; 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 any corporate action in furtherance of any such action.

Audit No. H00000028633 6

Audit No. H00000028633 6

Article IX is hereby inserted and adopted to read as follows:

ARTICLE IX

The corporation shall not, so long as any monies are owed by the corporation to Prudential Mortgage Capital Company, LLC (together with its successors and/or assigns, the "Lender"), (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

Article X is hereby inserted and adopted as follows:

ARTICLE X

The corporation shall have no indebtedness or incur any liability other than (a) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business of operating the Property and (b) the loan made to the corporation by the Lender.

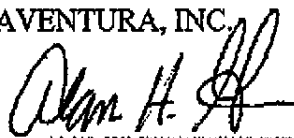
3. The foregoing Amendment was adopted by all of the shareholders and directors of the corporation on May 11, 2000, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

23rd IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of May, 2000.

ESA AVENTURA, INC.

(Corporate Seal)

By:



Alan H. Gross, President

Richard A. Wood, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 0657093

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