

P00000035949



ACCOUNT NO. : 072100000032

REFERENCE : 716399 4330594

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 43.75

FILED
JUN - 1 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 716399-005

300003273413--6

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst.
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: BOCA TELECOMMUNICATIONS
INVESTORS, 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

G. COULLETTE JUN 01 2000

RECEIVED
JUN - 1 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOCA TELECOMMUNICATIONS INVESTORS, INC.**

FILED
00 JUN - 1 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is Boca Telecommunications Investors, Inc., a Florida corporation (the "Company"), whose principal office address is 2601 South Bayshore Drive, Ninth Floor, Miami, Florida 33133.

2. Paragraph (a) of Article VII, of the Amended and Restated Articles of Incorporation of Boca Telecommunications Investors, Inc. is hereby modified and amended to read as follows:

ARTICLE VII - SINGLE PURPOSE ENTITY PROVISIONS

"(a) Notwithstanding any other provision of these Articles to the contrary, so long as the loan from Lehman Brothers Holdings, Inc. to Boca Technology Center LLC, a Delaware limited liability company ("Operating Company") in the approximate amount of \$100,000,000.00 as evidenced and secured by all of the documents and agreements evidencing and/or securing said loan and any modifications, substitutions, replacements and renewals thereof (the "Senior Loan") and/or the loan from Lehman Brothers Holdings, Inc. to the Corporation, certain other members of the Operating Company and MP Boca LLC, a Delaware limited liability company, in the approximate amount of \$60,000,000.00 as evidenced and secured by all of the documents and agreements evidencing and/or securing said loan and any modifications, substitutions, replacements and renewals thereof (the "Mezzanine Loan") is outstanding, the Corporation may not do any of the following:"

3. The foregoing amendment was adopted by the Directors and the sole Shareholder of the Company on May 31, 2000, by unanimous written consent of such shareholder and directors entitled to vote.

4. 5,100 shares of the Company's 10,000 shares of common stock, par value \$.01 per share, have been issued as of this date and as of the date of the adoption of the amendment.

IN WITNESS WHEREOF, the undersigned have duly executed the Articles of Amendment on this 31st day of May, 2000.

Boca Telecommunications Investors, Inc.

(Corporate Seal)

BY: 

Brian K. Goodkind, Executive Vice President,
Secretary and Director

AND BY: 

Robert I. Finvarb, Vice President and
Assistant Secretary

STATE OF FLORIDA)
)
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 31st day of May, 2000 by Brian K. Goodkind and Robert I. Finvarb, the Executive Vice President, Secretary and Director, and the Vice President and Assistant Secretary, respectively, of Boca Telecommunications Investors, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me.


Notary Public, State of Florida
Margaret O'D. Ryder (Print Name)

My Commission Expires: _____ (SEAL)



Margaret O'D. Ryder
MY COMMISSION # 00555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIN INSURANCE, INC.