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BASIC AMENDMENT

SWR BOCA TECH HOLDINGS, INC.

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Page Count	06
Estimated Charge	\$43.75

Amendment

D. CONNELL APR 14 2000

April 14, 2000

SWR BOCA TECH HOLDINGS, INC.
7120 LIONS HEAD LANE
BOCA RATON, FL 33496

SUBJECT: SWR BOCA TECH HOLDINGS, INC.
REF: P00000036870

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Darlene Connell
Corporate Specialist

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SWR BOCA TECH HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

SWR BOCA TECH HOLDINGS, INC. hereby amends its Articles of Incorporation as follows:

1. Article III of the Articles of Incorporation of SWR Boca Tech Holdings, Inc. is hereby amended in its entirety to read as follows:

"Article III

Purpose

The corporation is organized solely for the purpose of owning, operating and managing its interest (the "Interest") as a member in SWR Boca Tech Holdings, L.L.C., a Florida limited liability company ("L.L.C."), acting as the L.L.C.'s manager, including entering into, and performing its and, on behalf of the L.L.C., obligations with respect to, any loan secured by, among other things, a lien on the Interest (the "Loan"), and engaging in any and all activities permitted under the laws of the State of Florida which are necessary or incidental thereto. The corporation shall not engage in any activities or exercise any powers beyond those permitted in this Article, regardless of whether permitted to do so under the laws of the State of Florida."

Robert A. Chaves, Esq.
Teschler Chaves Rubin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 283525

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2. The following Article IX is added to the Articles of Incorporation of SWR Boca Tech Holdings, Inc. to read as follows:

"Article IX

Limitations on the Company's Activities

Notwithstanding any other provision of these Articles or any provision of any law that otherwise so empowers the corporation, and for so long as any obligations of the L.L.C. or the corporation under the Loan and the documents evidencing or securing the Loan (the "Loan Documents") remain outstanding and not satisfied in full, the corporation shall not do any of the following:

- (a) engage in any business or activity other than as permitted by Article III;
- (b) permit the L.L.C. to engage in any business or activity other than as permitted under its Operating Agreement (the "Operating Agreement");
- (c) merge or consolidate with or into any other entity, or sell, lease or otherwise transfer all or substantially all of its assets to another entity;
- (d) dissolve or liquidate, in whole or in part;
- (e) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the corporation, 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 corporation, or a substantial part of the corporation's property, or make any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any company action in furtherance of any such action;
- (f) permit the L.L.C. to take any action to dissolve or liquidate the L.L.C. in whole or in part;

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- (g) permit the L.L.C. to institute proceedings to: (i) have the L.L.C. adjudicated bankrupt or insolvent; (ii) consent to the institution of bankruptcy or insolvency proceedings against the L.L.C.; (iii) file a petition seeking or consenting to reorganization or relief under any applicable Federal or state law relating to bankruptcy; (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the L.L.C. or a substantial part of the L.L.C.'s property; (v) make any general assignment for the benefit of the L.L.C.'s creditors; (vi) admit in writing the L.L.C.'s inability to pay its debts generally as they become due; or (vii) take any corporate action in furtherance of any such action;
- (h) approve any modification of, or amendment to, these Articles of Incorporation, the by-laws of the corporation, the Operating Agreement, the Articles of Organization of the L.L.C. or the Loan Documents (collectively, the "Basic Documents");
- (i) approve any transaction between the corporation and any of its affiliates that is not on an arm's-length third-party basis or otherwise expressly contemplated by the Basic Documents;
- (j) permit the L.L.C. to approve any transaction between the L.L.C. and any of its affiliates that is not on an arm's-length third-party basis or otherwise expressly contemplated by the Basic Documents;
- (k) modify, amend or repeal Articles III, IX and X of these Articles of Incorporation.

3. The following Article X is added to the Articles of Incorporation of SWR Boca Tech Holdings, Inc. to read as follows:

"Article X

Separate Existence

For so long as the Loan remains outstanding and not satisfied in full, the corporation shall (unless expressly permitted otherwise in the Loan Documents):

- (a) maintain books and records of bank accounts

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separate from those of any other person or entity;

- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular board of director and shareholder meetings, as appropriate, to conduct the business of the corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare tax returns and financial statements separate from that of any other person or entity;
- (f) allocate and charge fairly and reasonably any common employee or overhead costs shared with affiliates;
- (g) transact all business with affiliates on an arm's-length third-party basis;
- (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 or entity;
- (j) not make any loans or advances to any third party (including any shareholder or affiliate or any shareholder or constituent party of any affiliate or shareholder), except in de minimis amounts in the ordinary course of business and of the character of trade or operational expenses;
- (k) not assume, guarantee or pay the debts or obligations of any other person or entity, other than to guaranty certain obligations of the L.L.C. under the loan;
- (l) not incur any indebtedness other than customary trade accounts payable in the ordinary course of business;
- (m) pay all of its liabilities out of its own funds;
- (n) pay the salaries of its employees and maintain a

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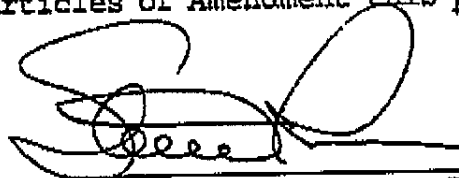
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sufficient number of employees in light of its contemplated business operations;

- (o) not to pledge its assets for the benefit of any other person or entity;
- (p) to correct any known misunderstanding regarding its identity as separate from that of any other person or entity; and
- (q) to maintain adequate capital in light of its contemplated business operations."

2. The foregoing amendment was adopted by the Shareholders and Board of Directors of this Corporation on April 12, 2000.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment this 12th day of April, 2000.



SHELDON W. RUBIN, President

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