

P00000043068

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BASIC AMENDMENT
EIRE SPILLANE SPE, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (0), Page Count (03), and Estimated Charge (\$35.00).

Amendment

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Lloyd Granet, Esq., 1900 NW Corporate Blvd. Suite 100 West Building, Boca Raton, FL 33431
Ph. 561-999-9300 - Fax 561-999-9400, Florida Bar No. 525431 FAX AUDIT NO. H00000031738 8

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LLOYD GRANET  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 14, 2000

EIRE SPILLANE SPE, INC.  
1801 NE 4TH STREET  
SUITE 200  
BOYNTON BEACH, FL 33435

SUBJECT: EIRE SPILLANE SPE, INC.  
REF: P00000043068

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

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Thank you*

*4 pages total*

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EIRE SPILLANE SPE, INC.**

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of incorporation:*

**FIRST:** Amendment adopted: Article V, Board of Directors, is deleted and substituted by the following:

**ARTICLE V, BOARD OF DIRECTOR**

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than two, one of whom shall be an Independent Director, who, notwithstanding anything set forth in these Articles shall not be entitled to receive any distributions, income, gain, net profit, net loss, deduction credit or other sums from the Corporation and shall not have any voting rights or management powers except as expressly set forth in Article VI, hereof and further provided upon the death, legal incapacity, expulsion, or bankruptcy of such Independent Director, the Corporation shall have the option to purchase the interest of such Independent Director for the sum of \$100.00. Except as otherwise expressly set forth herein, and the Operating Agreement, as hereafter defined, the Independent Director irrevocably waive any rights or power:

- (a) To cause the Corporation or LLC as hereafter defined, or any assets of the Corporation or the LLC to be partitioned;
- (b) To cause the appointment of a receiver of all or any portion of the assets of the Corporation or LLC;

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- (c) To compel any sale of all or any portion of the assets of the Corporation or LLC;
- (d) To file a complaint or institute a proceeding at law or in equity to cause the dissolution or liquidation of the Corporation or LLC.

As used in these Articles of Incorporation, the term "Independent Director" shall mean a person reasonably satisfactory to Lender, who shall not have been at the time of such individual's appointment, shall not have been at any time during the preceding five years, and shall not be at any time while serving as an Independent Director, (i) a shareholder of, or an officer, director, partner, member or employee of, the LLC or any of its shareholders, partners, members, subsidiaries or affiliates, (ii) a customer of, or supplier to, the LLC or any of its shareholders, partners, members, subsidiaries or affiliates (other than a customer or supplier that does not derive more than five percent (5%) of its revenues from its activities with the LLC, its members or any affiliate thereof), (iii) a person or other entity controlling or under common control with any such shareholder, partner, supplier or customer, or (iv) a member of the immediate family of any such shareholder, officer, director, partner, member, employee, supplier or customer. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person or entity whether through ownership of voting securities, by contract or otherwise.

**SECOND:** Amendment adopted: the reference in Article VI, Purpose, to a loan amount of \$ 14, 367, 581.00 is hereby amended to reflect the correct amount of the loan to \$ 14, 573,016.51.

**THIRD:** The date of each amendment's adoption is effective as of May 25, 2000..

**FOURTH:** Adoption of Amendments(s): The amendment(s) were approved by unanimous decision of its sole shareholder and each of its two (2) directors. The number of votes cast for the amendment(s) was sufficient for approval.

Signed this 9<sup>th</sup> day of June, 2000.

Signature   
 MARK SPILLANE President

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