

May-31-2002 02:27

From: GREENBERG TRAUER

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

CSC TANGLEWOOD GP CORPORATION

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

Amendment
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**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CSC TANGLEWOOD GP CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Second Articles of Amendment to its Articles of Incorporation (the "Second Amendment"):

FIRST: The name of the corporation is CSC Tanglewood GP Corporation (the "Corporation").

SECOND: The following amendments to the Articles of Incorporation were adopted by a majority of the Stockholders of the Corporation (the number of votes cast being sufficient for approval) and the Directors of the Corporation by a Joint Written Consent of Directors and Holders of a Majority of Common Stock of the Corporation in Lieu of a Special Meeting, dated as of May 31, 2002, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

Subparagraph (i) of Paragraph 1 of ARTICLE X of the Articles of Amendment to the Articles of Incorporation of the Corporation filed with the Florida Department of State on July 12, 2000 (the "First Amendment") is hereby amended in its entirety to read as follows:

"(i) Except as permitted by Wachovia Bank, National Association or its successors or assigns (collectively, the "Lender"), the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Affiliate, nor shall it make any loan to any Affiliate, except it shall be obligated under loans to CSC Tanglewood, Ltd., a Florida limited partnership (the "Partnership"), of which it serves as the General Partner."

Paragraph 3 of ARTICLE X of the First Amendment is hereby amended in its entirety to read as follows:

"3. Additionally, the Corporation shall not, so long as any monies are owed by the Partnership to 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 or (c) further amend or modify these Articles of Incorporation."


Paragraph 4 of ARTICLE X of the First Amendment is hereby amended in its entirety to read as follows, effective as of the date of the First Amendment:

"4. 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 Project and (b) the loan made or to be made to the Partnership by the Lender, other than loans secured by a Second Mortgage and Security Agreement dated as February 1, 2002, and recorded in Official Record Book 13385, Page 1487, in the stated amount of \$9,950,082.35, as amended (the "Second Mortgage")."

THIRD: Except as hereby amended, the Articles of Incorporation of the Corporation, as Amended by the First Amendment, shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment this 31st day of May, 2002.

CSC TANGLEWOOD GP CORPORATION,
a Florida corporation

By: 
Jason Schlesinger, President

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