

Division of Corporations

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## BASIC AMENDMENT

AQUILA MIAMI LAKES, INC.

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AMEND  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AQUILA MIAMI LAKES, INC.

FILED  
01 OCT 26 PM 3:39  
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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:

AQUILA MIAMI LAKES, INC.

2. The Articles of Incorporation are hereby amended by deleting Article II in its entirety and substituting therefor the following:

"ARTICLE II  
PURPOSE

The Corporation's business and purpose shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the managing general partner of AMC DELANCEY MIAMI LAKES PARTNERS, LP, a Pennsylvania limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Miami Lakes Corporate Center, located at 14750 NW 77th Court, City of Miami Lakes, Dade County, Florida, pursuant to and in accordance with these Articles of Incorporation and the Partnership's Limited Partnership Agreement ("Partnership Agreement"); and

(ii) To engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act, and all amendments and supplements thereto or any law enacted to take the place thereof, as are incidental, necessary or appropriate to the foregoing."

3. The Articles of Incorporation are hereby further amended by adding Articles VIII, IX and X, as follows:

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**"ARTICLE VIII  
CERTAIN ACTIVITIES.**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article II or cause or allow the Partnership to engage in any business or activity other than as set forth in its Partnership Agreement;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage or deed of trust with mortgage or deed of trust (the "Mortgage") currently with LaSALLE BANK NATIONAL ASSOCIATION (f/k/a LaSALLE NATIONAL BANK), AS TRUSTEE FOR THE REGISTERED HOLDERS OF MORGAN STANLEY CAPITAL I INC., COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 1999-RM1 (the "Mortgage") and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(iv) dissolve or liquidate, in whole or in part;

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

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(viii) with respect to the Corporation or the Partnership, 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 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 the Partnership or a substantial part of property of the Corporation or the Partnership, 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 corporate action in furtherance of any such action;

(ix) amend Articles II, VIII, IX or X of these Articles of Incorporation of the Corporation or approve an amendment to the single purpose entity provisions of the Limited Partnership Agreement governing the Partnership; or

(x) withdraw as general partner of the Partnership.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (vii) and (ix) and (x) above without the written consent of the holder of the Mortgage."

"ARTICLE IX  
SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

(a) maintain books and records and bank accounts separate from those of any other person;

(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 Directors and stockholder 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;

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(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(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;

(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) pay its own liabilities out of its own funds;

(l) not acquire obligations or securities of its shareholders or the Partnership;

(m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(n) correct any known misunderstanding regarding its separate identity;

(o) intend to maintain adequate capital in light of its contemplated business operations; and

(p) maintain all required qualifications to do business in the state in which the Property is located."

#### "ARTICLE X CONTROLLING PROVISIONS.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, Articles II, VIII and IX hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents."

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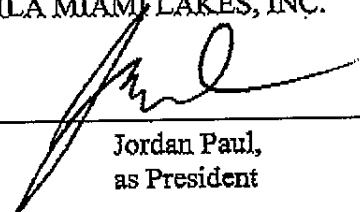
3. The foregoing Amendment was adopted by all of the shareholders and directors of the corporation on October 24, 2001, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

24 IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of October, 2001.

AQUILA MIAMI LAKES, INC.

(Corporate Seal)

By: \_\_\_\_\_

  
Jordan Paul,  
as President

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