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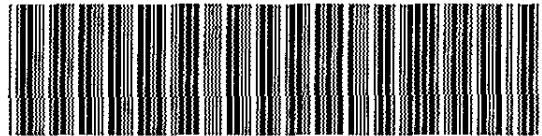
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2003 MAR -6 PM 1:56

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette MAR 06 2003

CT CORPORATION

March 6, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5761960 SO
Customer Reference 1: 34331-20000
Customer Reference 2: N/A

Dear Secretary of State, Florida:

Please file the attached:

Monroeville Mall, Inc. (FL)
Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONROEVILLE MALL, INC.**

FILED
2003 MAR -6 PM 1:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to further amend the Articles of Incorporation of Monroeville Mall, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.1006 of the Florida Business Corporation Act, as amended, does hereby certify:

FIRST: The second paragraph in Article 6 is hereby amended by deleting the phrase "that certain promissory note (the "Note") of even date therewith" and inserting in its stead the phrase "a promissory note (the "Note")".

SECOND: Paragraph (8) of Article 7 is hereby amended by deleting the two phrases "Related Party" and inserting the phrase "SPC Party" in their stead.

THIRD: Paragraph (12) of Article 7 is hereby amended by deleting the phrase "Related Party" in the first line of the paragraph and inserting the phrase "SPC Party" in its stead.

FOURTH: Paragraph (15) of Article 7 is hereby amended by deleting the last two sentences of the paragraph and inserting in its stead the following:

"A natural person who satisfies the foregoing definition other than subparagraph (ii) shall not be disqualified from serving as an Independent Director of the Corporation if such individual is an independent director provided by a nationally-recognized company that provides professional independent directors and that also provides other corporate services in the ordinary course of its business. A natural person who otherwise satisfies the foregoing definition except for being the independent director of a "special purpose entity" affiliated with the Partnership that does not own a direct or indirect equity interest in the Partnership or any co-borrower shall not be disqualified from serving as an Independent Director of the Corporation if such individual is at the time of initial

appointment, or at any time while serving as a Independent Director of the Corporation, an Independent Director of a "special purpose entity" affiliated with the Partnership or the Corporation (other than any entity that owns a direct or indirect equity interest in Partnership or any co-borrower) if such individual is an independent director provided by a nationally-recognized company that provides professional independent directors. For purposes of this paragraph, a "special purpose entity" is an entity, whose organizational documents contain restrictions on its activities substantially similar to those set forth in the Corporation's organizational documents."

FIFTH: Paragraph (26) in Article 7 is hereby amended to delete the phrase "Article 6 or 7" in the second line of the paragraph and inserting in its stead the phrase "Article 1, 6, 7, 9 or 10".

SIXTH: Article 9 is hereby amended to insert the following at the end of the paragraph:

"Notwithstanding anything to the contrary herein or any other documents governing the formation, management or operation of the Corporation to the contrary, any indemnification shall be fully subordinated to any obligations respecting the Loan."

SEVENTH: These amendments were approved by the shareholders. The number of votes cast were sufficient for approval.

EIGHTH: All references to "LBHI" made in the Articles of Incorporation shall hereinafter be replaced with the words "the first mortgage holder."

NINTH: The Articles of Amendment to Articles of Incorporation dated January 6, 2003 and filed on January 8, 2003 are hereby amended, restated and superceded in their entirety by this Second Articles of Amendment to Articles of Incorporation.

TENTH: The date of adoption for this amendment is January 10, 2003.

Dated as of the 10th day of January, 2003.

By: _____

Name: DONALD JOFFER

Title: *PRESIDENT*

~~HERMAN BROTHERS HOLDINGS INC.~~
~~Doing business as TRIMARK CAPITAL, a division of~~
~~HERMAN BROTHERS HOLDINGS INC.~~

By _____
Name _____
Title _____