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BASIC AMENDMENT

HUGO NUZIALE, INC.

Certificate of Status	0
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AMEND
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[Signature]

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HUGO NUZIALE, INC.

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III is being amended as follows:

DELETE: "The purpose for which this Corporation is organized is:
ANY AND ALL LAWFUL BUSINESS."

"NATURE OF BUSINESS"

ADD: Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and the following shall govern: The nature of the business and the purpose to be conducted and promoted by the corporation is to acquire certain parcels of real property, together with all improvements located thereon, in the City of Tamarac, County of Broward, State of Florida (collectively, the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, manage and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Corporate Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purpose otherwise set forth herein.

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on any of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the Corporation remains mortgagor of the Property, the Corporation shall not file for dissolution. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity formed or surviving such consolidation or merger or that acquired by any conveyance or transfer the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article III and in Article VIII, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Corporation and be continuing. For so long as a mortgage lien exists on any of the Property, the Corporation shall not voluntarily commence a case with respect to itself, as debtor, under the federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Shareholders. For so long as a mortgage lien exists on the Property no material amendment to these Articles of Incorporation or the Corporation's Bylaw may be made without first obtaining approval of the mortgagees holding first mortgages on the Property."

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ARTICLE VII is being added to the body of the Articles of Incorporation as follows:

"ARTICLE VII
SEPARATENESS COVENANTS

ADD: Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct Corporate identity, in addition to the other provisions set forth in the articles of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
3. Its Shareholders and Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article IX, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or

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otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting interest of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

SECOND: IF an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: JANUARY 14, 2002.

FOURTH: Adoption of Amendment(s) (check one)

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


The amendment(s) was /were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 days of JANUARY, 2002.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

HUGO NUZIALE, PRESIDENT AND SOLE DIRECTOR

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HUGO NUZIALE
Typed or printed name

PRESIDENT AND DIRECTOR
Title

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