

P040000066026

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 833732 80958A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 61.25

ORDER DATE : January 26, 2006
ORDER TIME : 9:19 AM
ORDER NO. : 833732-005
CUSTOMER NO: 80958A

DOMESTIC AMENDMENT FILING

NAME: MORGANTOWN ONE-PERCENT,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
MORGANTOWN ONE-PERCENT, INC.
(Document Number: P04000066026)**

Pursuant to the provisions of section 607.1006, Florida Statutes this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation.

ARTICLE VI - BOARD OF DIRECTORS
Directors of the Corporation are:

The names and address of the Board of

E. Llwyd Ecclestone, III

8895 North Military Trail, Suite 101B
Palm Beach Gardens, Fl. 33410

Ron Cooper

1555 Palm Beach Lakes Blvd., Suite 1100
West Palm Beach, Fl. 33401

ARTICLE III - Article III(b)(xxi) is deleted in its entirety.

ARTICLE XI - DEFINITIONS (NEW) For all purposes in the Articles of the Corporation, the following definitions shall apply:

"Lender" shall mean CIBC, Inc., a Delaware corporation, its successors and/or assigns.


"Loan" shall mean that certain loan in the amount of \$28,240,000.00 made by Lender to EA Morgantown, LLC, a Florida limited liability company, for the purpose of refinancing the costs of construction of certain improvements on real property owned by EA Morgantown, LLC known as The District Apartments and located in Morgantown, West Virginia.

"Mortgage" shall mean that certain Deed of Trust, Assignment of Leases and Rents and Security Agreement made by EA Morgantown, LLC to Robert W. Dinsmore, as Trustee, for the benefit of Lender.

Each of the foregoing amendments to the Articles of Incorporation of the Corporation were made on January 23, 2006 and effective on that date.

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

Morgantown One-Percent, Inc., a Florida
Corporation

By: 
Ron Cooper, Executive Vice President