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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BOCA HOLLY HILL GP, INC.

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**SECOND ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BOCA HOLLY HILL GP, INC.**

1. The name of the corporation is Boca Holly Hill GP, Inc. (the "Corporation").
2. The date of filing of the Articles of Incorporation of the Corporation was July 7, 2004.
3. The date of filing of the Articles of Amendment to Articles of Incorporation of the Corporation (the "First Amendment") was December 22, 2004.
4. The following second amendment to the Articles of Incorporation, was adopted by the shareholders of the Corporation as of the 24 day of January, 2005. The number of votes cast for the amendment by the shareholders was sufficient for approval
5. The Articles of Incorporation of the Corporation are hereby amended by the restatement of Article III as follows:

"ARTICLE III - PURPOSE"

The purpose of the Corporation shall be limited to serving as a general partner of Holly Hill Associates, Ltd., a Florida limited partnership (the "Property Owner"), which was formed for the purpose of owning, operating, developing and managing (a) a certain parcel of land located at 261 Riverside Drive, Holly Hill, Florida (the "First Parcel") and (b) a certain parcel of land located at 303 Riverside Drive, Holly Hill, Florida (the "Second Parcel," and collectively with the First Parcel, the "Property"), and all activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Property Owner for: (i) the mortgage loan and other indebtedness (the "First Indebtedness") incurred in favor of HSH Nordbank AG New York Branch and its successors and assigns ("Lender") and secured by the First Parcel, (ii) the mortgage loan and other indebtedness (the "Second Indebtedness") also incurred in favor of the Lender and secured by the Second Parcel, (iii) related party indebtedness which is subordinate to the First Indebtedness and Second Indebtedness, and (iv) trade payables incurred in the ordinary course of business."

6. The Articles of Incorporation of the Corporation are hereby further amended by the restatement of Section 11.2 as follows:

"11.2. For so long as either the First Indebtedness or the Second Indebtedness is outstanding, the Corporation shall not:

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- (a) amend these Articles of Incorporation or permit the Property Owner to amend its partnership agreement;
- (b) engage in any business activity other than as set forth in Article III above;
- (c) withdraw as a general partner of the Property Owner;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate consolidate, merge, or sell all or substantially all of its assets; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness."


7. All other provisions of the Articles of Incorporation of the Corporation, as previously amended by the First Amendment, shall remain in full force and effect without any modification thereof.

[signature on following page]

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IN WITNESS WHEREOF, the undersigned has duly executed these Second Articles of Amendment to the Articles of Incorporation as of the 31 day of January, 2005.

By: 
Name: T.R. Sotter
Title: Vice Pres.

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