

JUN -30' 05 (THU) 15:54

BILZIN SUMBERG

Division of Corporations

Page 1 of 1 P. 001/004

104 000 101 793

Florida Department of State  
Division of Corporations  
Public Access System

61m 8  
23037

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000158519 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

RECEIVED  
05 JUN 30 AM 8:00  
DIVISION OF CORPORATIONS

FILED  
05 JUN 30 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BASIC AMENDMENT**

**BOCA HOLLY HILL GP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

FAXED BY  
DATE 6/28 TIME 9:11

AMEND  
CRP  
2/11  
6/28/2005

JUN. 30 05 (THU) 15:55  
850-205-0381

BILZIN SUMBERG  
6/29/2005 12:23

PAGE 001/001

P.004/004



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood  
Secretary of State

June 29, 2005

BOCA HOLLY HILL GP, INC.  
321 EAST HILLSBORO BOULEVARD  
DEERFIELD BEACH, FL 33441

SUBJECT: BOCA HOLLY HILL GP, INC.  
REF: P04000101793

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist

FAX Aud. #: R05000158519  
Letter Number: 305A00043871

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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

**FILED**  
05 JUN 30 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST:** The name of the corporation is BOCA HOLLY HILL GP, INC. (the "Corporation").
- SECOND:** The date of filing of the Articles of Incorporation of the Corporation was July 7, 2004 (the "Original Articles"), as further amended by the Articles of Amendment to the Articles of Incorporation of the Corporation, on December 22, 2004 (the "First Amendment"), and as further amended by the Second Articles of Amendment to the Articles of Incorporation of the Corporation, on February 2, 2005 (the "Second Amendment" and together with the Original Articles and the First Amendment, the "Articles"). These Third Articles of Amendment have been duly and unanimously authorized and directed on June 24, 2005 by Unanimous Written Consent to Corporate Action by the Board of Directors of the Corporation and shareholder action was not required.
- THIRD:** The following amendments to the Articles were adopted by the Corporation:
- Article III of the Second Amendment is hereby amended in its entirety to read 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 own right and/or in its capacity as general partner of Property Owner for: (i) any mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of HSH Nordbank AG, New York Branch and its successors and assigns ("Lender"), (ii) related party indebtedness which is subordinate to the Indebtedness, and (iii) trade payables incurred in the ordinary course of business."

Section 11.3(j) of Article XI of the First Amendment is hereby amended in its entirety to read as follows:

- "(j) except in favor of Lender, not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;"

JUN. +30' 05 (THU) 15:55

BILZIN SUMBERG

P. 003/004

FOURTH: All other provisions of the Articles shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has duly executed these Third Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation as of the 27<sup>th</sup> day of June, 2005.

  
Theodore R. Stotzer, Vice President