

P04000139730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

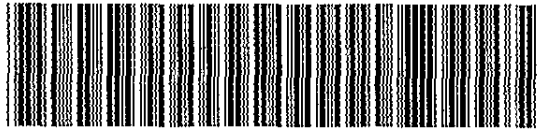
(Business Entity Name)

(Document Number)

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 APR 10 PM 4:22

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*ADR
4/16/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fisher Island Investments, Inc.

DOCUMENT NUMBER: P04000139730

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda A. Condilli
(Name of Contact Person)

Tew Cardenas LLP
(Firm/ Company)

1441 Brickell Avenue, 15th Floor
(Address)

Miami, Florida 33131
(City/ State and Zip Code)

For further information concerning this matter, please call:

Linda A. Condilli at (305) 536-8592
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

TEW · CARDENAS LLP
ATTORNEYS AT LAW
MIAMI · TALLAHASSEE · WASHINGTON DC

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1441 BRICKELL AVENUE
MIAMI, FLORIDA 33131-3407
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F 305.536.1116
WWW.TEWLAW.COM

Linda A. Condilli
Telephone: 305.536.8592
E-mail: lac@tewlaw.com

April 9, 2008

VIA FEDEX

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Amendment

To whom it may concern:

Enclosed is an original "First Articles of Amendment", for filing with the Florida Department of State.

Also enclosed for your reference is a copy of the "Unanimous Consent of Directors", authorizing the amendment.

Please file the attached First Articles of Amendment and provide a Certified Copy of the Articles of Incorporation, together with a Certificate of Status.

We enclose a check in the amount of \$52.50 to cover the cost of the filing of the Amendment, and for the Certified Copy and Certificate of Status.

To expedite this matter, we have included a return "Federal Express" envelope which you may utilize to transmit the requested materials.

If you should have any questions, please call me at (305) 536-8592. Thank you.

Very truly yours,



Linda A. Condilli
Legal Assistant to John M. Catalano

/lac
Enclosures

FILED

**FIRST ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FISHER ISLAND INVESTMENTS, INC.**

2008 APR 10 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

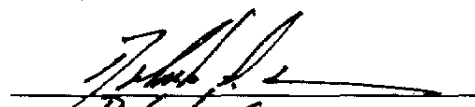
P04000139730
(Document Number of Corporation)

Pursuant to Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Amended and Restated Articles of Incorporation:

FIRST: ARTICLE 7, entitled "Special Purpose Entity", in hereby deleted in its entirety.

IN WITNESS WHEREOF, Fisher Island Investments, Inc. has caused this amendment to the Amended and Restated Articles of Incorporation to be duly executed by an authorized officer, who affirms that the information contained in the foregoing amendment is true under the penalties of perjury this 8th day of April 2008.

FISHER ISLAND INVESTMENTS, INC.,
a Florida corporation

By: 
Name: Roberto Sosa
Title: President

FISHER ISLAND INVESTMENTS, INC.

UNANIMOUS CONSENT OF DIRECTORS

The undersigned, being all the members of the Board of Directors of **FISHER ISLAND INVESTMENTS, INC.**, a Florida corporation ("FII"), in accordance with the authority contained in Section 607.0821 of the Florida General Corporation Act, consent to the adoption of the following resolutions, which shall have the same force and effect as if adopted at a meeting of the Board of Directors duly called and held:

WHEREAS, the Amended and Restated Articles of Incorporation of Fisher Island Investments, Inc. filed with the Florida Department of State on December 21, 2004 (the "**Articles**") contain certain "Special Purpose Entity Provisions" ("**SPE Provisions**") that prevent FII from engaging in certain activities for so long as loans made by MM/FI Credit Holdings, LLC and Fortress Credit Corp. to FII remain outstanding (collectively, the "**Indebtedness**"); and

WHEREAS, the Indebtedness has been fully satisfied and the SPE Provisions are no longer applicable; and

WHEREAS, FII desires to amend the Articles to remove the "Special Purpose Entity Provisions"; and

WHEREAS, Suzanne Hay has resigned as a Director of FII and an independent director is no longer necessary to serve on the Board of Directors of FII.

NOW THEREFORE BE IT:

RESOLVED, that the First Articles of Amendment to the Amended and Restated Articles of Incorporation of Fisher Island Investments, Inc., the form of which attached hereto as Exhibit A (the "**Amendment**"), is hereby approved.

FURTHER RESOLVED, that Secretary of FII is hereby authorized and directed to immediately record the Amendment among the records of the Florida Department of State.

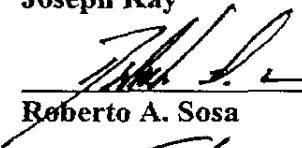
FURTHER RESOLVED, that the number of individuals to serve on the Board of Directors is hereby reduced to four (4).

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APPROVED AND ADOPTED as of April 8, 2008.

Joseph Kay



Roberto A. Sosa



Gaelle C. Silva

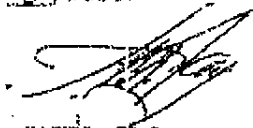


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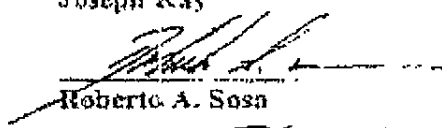
BEING ALL OF THE DIRECTORS
Shareholder action was not required

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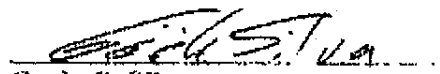
APPROVED AND ADOPTED as of April 8, 2008.



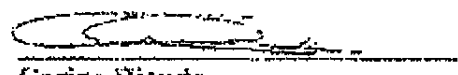
Joseph Kay



Roberto A. Sosa



Gaelle C. Silva



Carine Dieude

BEING ALL OF THE DIRECTOR'S

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EXHIBIT A

[see attached First Articles of Amendment]

**FIRST ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FISHER ISLAND INVESTMENTS, INC.**

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(Document Number of Corporation.)

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FIRST: ARTICLE 7, entitled "Special Purpose Entity", in hereby deleted in its entirety.

IN WITNESS WHEREOF, Fisher Island Investments, Inc. has caused this amendment to the Amended and Restated Articles of Incorporation to be duly executed by an authorized officer, who affirms that the information contained in the foregoing amendment is true under the penalties of perjury this ____ day of April 2008, _

FISHER ISLAND INVESTMENTS, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____