

MAR-21-2005 12:32 FROM:BARITZ & COLMAN
Division of Corporations

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P.001/005

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Fax Number : (850) 208-0100

From:
Account Name : BARITZ & COLMAN LLP
Account Number : 120000000130
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BASIC AMENDMENT

MAGI FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

RECEIVED
MAR 21 PM 4:45
DIVISION OF CORPORATIONS

05 MAR 21 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of

MAGI FLORIDA, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

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(Document number of corporation (if known))

Pursuant to the provisions of section 607,1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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The date of each amendment(s) adoption: March 18, 2005Effective date if applicable:

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were 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 board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of MARCH, 2005.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)JEFFREY PECHTER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

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AMENDMENTS ADOPTED:

The following provision shall be added to the Articles of Incorporation:

ARTICLE IX - SEPARATENESS PROVISIONS.

(a) For so long as any loan (The "Loan") in favor of Wells Fargo Bank, N.A. f/k/a Wells Fargo Bank Minnesota, N.A., as trustee for the registered holders of J.P. Morgan Chase Commercial Mortgage Securities Corporation, Commercial Mortgage Pass-Through Certificates Series 2003-PM1 by and through Midland Loan Services, Inc., its Attorney-in-fact ("Lender"), its successors or assigns exists, the Corporation shall not:

- (i) merge into or consolidate with any other entity, or dissolve, terminate, liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;
- (ii) fail to observe all organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing in good standing (if applicable) under the applicable laws of the jurisdiction of its organization or formation, or amend, modify, terminate or fail to comply with the provisions of its organizational documents;
- (iii) own any subsidiary, or make any investment in, any other entity;
- (iv) commingle its assets with the assets of any other entity;
- (v) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (A) the Loan, (B) trade and operational indebtedness incurred in the ordinary course of business with trade creditors, provided such indebtedness is (1) unsecured, (2) not evidenced by a note, (3) on commercially reasonable terms and conditions, and (4) due not more than sixty (60) days past the date incurred, and/or (C) financing leases and purchase money indebtedness incurred in the ordinary course of business relating to personal property at the subject mortgaged property on commercially reasonable terms and conditions; provided however, the aggregate amount of the indebtedness described in (B) and (C) shall not exceed at any time three percent (3%) of the outstanding principal amount of the Loan, except as may be otherwise approved by Lender;
- (vi) fail to maintain its records, books of account, bank accounts, financial statements, accounting records and other entity documents separate and apart of those of any other entity; except that the Corporation's financial position, assets, liabilities, net worth and operating results may be included in the consolidated financial statements of an affiliate, provided that such consolidated financial statements contain a footnote indicating that the Corporation is a separate legal entity and that it maintains separate books and records;

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- (vii) enter into any contract or agreement with any general partner, member, shareholder, principal, guarantor of the obligations of the Corporation, or any affiliate of the foregoing, except upon terms and conditions that are intrinsically fair, commercially reasonable and substantially similar to those that would be available on an arm's length basis with unaffiliated third parties;
- (viii) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity;
- (ix) assume or guaranty the debts of any other entity, hold itself out to be responsible for the debts of any other entity, or otherwise pledge its assets for the benefit of any other entity or hold out its credit as being available to satisfy the obligations of any other entity;
- (x) make any loans or advances to any entity;
- (xi) fail to file its own tax returns or files a consolidated federal income tax return with any entity (unless prohibited or required, as the case may be, by applicable law);
- (xii) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or to conduct its business solely in its own name or fail to correct any known misunderstanding regarding its separate identity;
- (xiii) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (xiv) fail to allocate shared expenses (including, without limitation, shared office space and services performed by an employee of an affiliate) among the entities sharing such expenses and to use separate stationery, invoices and checks;
- (xv) fail to remain solvent or pay its own liabilities (including, without limitation, salaries of its own employees) from its own funds; or
- (xvi) acquire obligations or securities of its partners, members, shareholders or other affiliates, as applicable.

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