

PO 7000045304

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

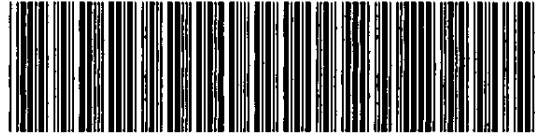
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100104644271

06/22/07--01022--016 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 JUN 22 AM 8:46

As of 6/22/07
Amend

LAW OFFICE
MITCHELL S. GOLDMAN, P.A.

Attorney and Counselor At Law

Mariner Square
96 Willard Street, Suite 302
Cocoa, Florida 32922-7947

Telephone (321) 639-1320
Fax (321) 639-9950

Mitch@mgoldmanlaw.com

Of Counsel:
Howze, Monaghan & Theriac, PLC

June 20, 2007

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Enchanted Lakes, Inc.

Dear Clerk:

Enclosed are the Articles of Amendment to Articles of Incorporation of Enchanted Lakes, Inc.

Also enclosed is a check in the amount of \$35.00 to cover the cost of this filing.

Please record the necessary document and return it to this office.

Thank you for your prompt attention to this matter.

Sincerely,



Doreen Stallone-Pearce, Assistant to
Mitchell S. Goldman

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Enchanted Lakes, Inc.

DOCUMENT NUMBER: P07000045304

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

Please return all correspondence concerning this matter to the following:

Mitchell S. Goldman, Esq.

(Name of Contact Person)

Mitchell S. Goldman, P.A.

(Firm/ Company)

96 Willard Street, Suite 302

(Address)

Cocoa, Florida 32922

(City/ State and Zip Code)

For further information concerning this matter, please call:

Mitchell S. Goldman

(Name of Contact Person)

at (321) 639-1320 x 228

(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

I.

Article III is deleted in its entirety and the following substituted in lieu thereof:

Article III

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as Enchanted Lakes located in Malabar, Brevard County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

II.

The following additional Article IX is added as follows:

Article IX

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Three;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles Three, Nine or Ten of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the

Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

III.

The following additional Article X is added as follows:

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (h) conduct business in its own name, and use separate stationary, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

The date of each amendment(s) adoption: June 19, 2007

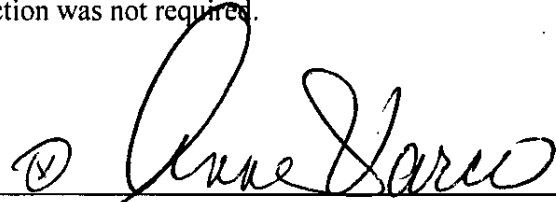
Effective date if applicable: June 19, 2007
(no more than 90 days after amendment file date)

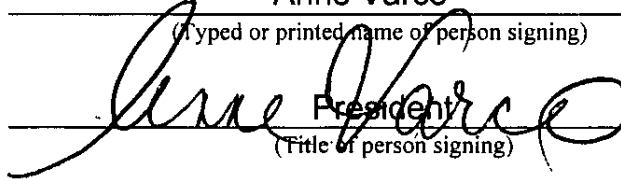
Adoption of Amendment(s) **(CHECK ONE)**

- 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.

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)

Anne Varco
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35