



THE UNITED STATES  
CORPORATION  
COMPANY

# P92000012963

ACCOUNT NO. : 072100000032

REFERENCE : 306135 81686A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
97 MAR 25 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 25, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 306135-020

CUSTOMER NO: 81686A

300002124023--6

-03/25/97-01091-017  
\*\*\*\*\*297.50 \*\*\*\*\*87.50

CUSTOMER: Ann Abascal, Legal Assistant  
Keith Mack Lewis Cohen &  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

*Amend*

## DOMESTIC AMENDMENT FILING

NAME: 7900 BISCAYNE CORP.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

*400789, 00547, 00672*

RECEIVED  
97 MAR 25 AM 10:38  
DIVISION OF CORPORATION

Date	<i>3/27/97</i>
Document Examiner	<i>ROU</i>
Updater	<i>ROU</i>
Verifier	<i>ROU</i>



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 26, 1997

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: 7900 BISCAYNE CORP.  
Ref. Number: P92000012963

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for 7900 BISCAYNE CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 597A00015304

RECEIVED  
97 MAR 27 PM 1:07  
TALLAHASSEE, FL  
CORPORATIONS DIV.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
7900 BISCAYNE CORP.**

**FILED**  
97 MAR 25 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, 7900 BISCAYNE CORP., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation dated December 17, 1992, filed with the Florida Department of State of the State of Florida on December 18, 1992 (the "Articles of Incorporation"), as follows:

**"ARTICLE XII - LIMITATIONS AND APPROVAL OF CERTAIN ACTIONS;  
COVENANTS OF BOARD OF DIRECTORS.**

1. The Articles of Incorporation are hereby amended by the addition of Article XII providing for (i) limiting the powers of this Corporation; (ii) the exercise of voting power by the board of directors of this Corporation; and (iii) certain covenants of the board of directors of this Corporation.

1. Definitions. For purposes of this Article XII, certain capitalized terms shall have the meanings set forth below:

(a) "Affiliates" shall mean: (i) any officer, director, shareholder or representative of any shareholder of this Corporation; (ii) any corporation, partnership, trust or other entity controlled by, controlling, or under common control with the Corporation or any partner of the Corporation or any shareholder of this Corporation, and any officer, director, partner, trustee or shareholder thereof; or (iii) any member of the immediate families (including spouses, ancestors, siblings and lineal descendants) of any of the foregoing.

(b) "Agreement" shall mean, collectively, the (i) Certificate of Limited Partnership of Green-East #2 Limited dated May 13, 1983, filed May 13, 1983; (ii) Amended Certificate of Limited Partnership of Green-East #2 Limited dated December 23, 1983; and (iii) Amendment to the Green-East #2, Limited, Limited Partnership Certificate and Agreement dated July 23, 1985, filed August 5, 1985; and (iv) Amendment of even date herewith.

(c) "Limited Partnership" shall mean Green-East #2 Limited, a limited partnership formed and organized under the laws of the State of Florida and pursuant to the terms of the Agreement.

(d) "Loan" shall mean that certain mortgage loan made by Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc., a Delaware corporation, to the Limited Partnership.

(e) "Property" shall mean that certain real property, the land and improvements known as Biscayne Plaza, a community shopping center with 353,302 gross square feet of building area, constructed in 1954 and located at the Northwest corner of N.E. 79th Street and Biscayne Boulevard, Miami, Dade County, Florida.

2. Limitations. So long as the Loan is outstanding and remains unpaid, the Corporation shall not be authorized to take any of the following actions:

(a) Engage in any business purpose or activity other than acting as the general partner of the Limited Partnership, which is engaged in ownership of the Property, or own any asset other than its partnership interest in the Limited Partnership.

(b) Incur any obligation or indebtedness, other than the Loan and trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property.

(c) Sell, pledge, mortgage (other than in connection with the Loan), lease (other than in the ordinary course of business) or otherwise transfer any asset of this Corporation or cause the Limited Partnership to do the same.

(d) Amend this Article XII of the Articles of Incorporation or cause the Limited Partnership to amend Article IV of the Agreement relating to the limited purpose of the Limited Partnership or Article XIX.

(e) Engage in any merger or engage in any other consolidation transaction or exchange the shares of this Corporation for shares of any other entity.

(f) Dissolve, liquidate or wind up the affairs of this Corporation or cause the dissolution, liquidation or winding up of the Limited Partnership.

(g) Authorize or approve the issuance or sale of any capital stock of this Corporation, or any rights, options, and warrants to purchase capital stock of this Corporation.

3. Required Board of Directors Approval. Without the prior unanimous written consent of its Board of Directors, the Corporation shall not be authorized to file or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Limited Partnership to do so.

4. Covenants of the Board of Directors. The board of directors shall exercise all of the powers of this Corporation, except those expressly reserved to the shareholders, and the Board of Directors and the Corporation shall comply with the following separateness covenants:

(a) Maintain books and records separate from any other person or entity.

(b) Maintain separate accounts, and refrain from commingling any of its accounts and assets with those of any other person or entity.

(c) Maintain separate financial statements.

(d) Conduct its own business in its own name.

(e) Pay its own liabilities out of its own funds.

(f) Comply with and observe all formalities of the Florida Business Corporation Act.

(g) Maintain an arms-length relationship with its Affiliates.

(h) Pay the salaries of its own employees and maintain a sufficient number of employees to conduct its business operations.

(i) Refrain from guaranteeing or incurring any obligation for the debts of any other person or entity, or pledge or make available its credit to satisfy the obligations of any other person or entity.

(j) Refrain from acquiring obligations or securities of its shareholders.

(k) Refrain from pledging its assets for the benefit of any other person or entity or make any loans or advances to any person or entity.

(l) Allocate fairly and reasonably any overhead for shared office space.

(m) Use separate stationary, invoices, and checks.

(n) Represent and conduct its business as a separate corporate entity.

(o) Correct any known misunderstandings regarding its separate corporate identity.

(p) Maintain adequate capital to conduct the transactions contemplated in connection with its business operations.

(q) Consider and examine the interests of its creditors in connection with taking any corporate action."

2. For purposes of these Articles of Amendment, the effective date shall be the date of filing of these Articles of Amendment with the Florida Secretary of State of the State of Florida.

3. Except as set forth in these Articles of Amendment, all of the remaining provisions of the Articles of Incorporation are ratified and confirmed, to the extent not inconsistent with the terms hereof. In the event of any conflict between these Articles of Amendment and the terms of the Agreement, the terms of these Articles of Amendment shall govern and control.

4. These Articles of Amendment were duly authorized by the holders of all of the Corporation's outstanding capital stock, pursuant to a Unanimous Written Consent of Shareholders effective as of March 21, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by a duly authorized officer on this 21 day of March, 1997.

7900 BISCAYNE CORP., a Florida corporation

By: 

Name: ALLEN R. GLEEKWARD

Title: PRESIDENT

3/19/97K:\USRGMP\BISCAYNE\CORPORAT\7900.0-2

P92000013462

STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: ANALYTICAL SPECIALTIES INC EIN or SS#: 55-3329167

Address: 5095 113<sup>th</sup> AVENUE NORTH  
CLEARWATER, FL 34620

Amount: \$35.00 Date Paid 2/12/97

Reason for claim: It is not necessary to file the change of registered agent  
as the change was previously made on the 96 annual report for: ANALYTICAL  
SPECIALTIES, INC., #P92000013462

Certified true and correct this 15 day of MARCH, 19 97.

Signature Wendy Salschun

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

Velma Shepard - Amendment Section

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund <u>\$ 35.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>0102-010</u> dated <u>02/14/97</u>	
Name of Account	<u>452021300001453000000000010000</u>
Statutory Authority for Collection	<u>607.0117</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>4520213000014530000000022002000</u>
Certified true and correct this <u>15</u> day of <u>MARCH</u> , 19 <u>97</u>	
Department of State Division of Corporations	(Authorized Signature and Title)