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April 29, 1998

FILED  
98 MAY -1 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/01/98--01081--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Siemens West Boynton Corp.

Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Amendment to the Articles of Incorporation for Siemens West Boynton Corp., together with a check in the amount of \$35.00.

Please file the enclosed Articles of Amendment and return a filed copy to the undersigned in the enclosed envelope.

Sincerely,

SHUTTS & BOWEN

*Jeanne M. Battles*  
Jeanne M. Battles, CLAS  
Certified Legal Assistant  
Real Estate Specialist

Enclosures

cc: Mr. Richard Siemens  
Joseph Chouinard, Esquire  
Scott G. Williams, Esquire

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AMEND  
DRE 5/8

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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF SIEMENS WEST BOYNTON CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0120 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Siemens West Boynton Corp.

2. The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on March 30, 1998, in the manner prescribed by the Florida Business Corporation Act:

Article III - Purpose - is deleted in its entirety and replaced with the following:

"The purpose for which the Corporation is organized is limited to acquiring, owning and holding general partnership interests in Siemens West Boynton, Ltd., a Florida limited Partnership (the "Limited Partnership") pursuant to the respective terms and conditions of the Amended and Restated Agreement of Limited Partnership of Siemens West Boynton, Ltd., dated as of \_\_\_\_\_, 1994 (the "Limited Partnership Agreement"), and to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act that is incident and necessary or appropriate to the foregoing. The Corporation may not incur any indebtedness."

Article XII is added as follows:

**"ARTICLE XII - MISCELLANEOUS**

"(A) Actions Requiring Unanimous Vote. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by a Mortgage, Assignment of Leases and Rents and Security Agreement, entered into by the Limited Partnership in favor of Credit Suisse First Boston Mortgage Capital LLC (the "Mortgage") have been discharged, the Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, do any of the following:

"(i) amend, alter, change or repeal any provision of this Articles of Incorporation or cause any provision of the Limited Partnership Agreement (or any successor provisions thereto, however designated) to be amended, altered, changed, or repealed; provided, however, that so long as the Mortgage shall be in effect the Corporation shall not amend, alter, change or repeal any provision of this Articles of Incorporation under any circumstances;

"(ii) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity, or convey, sell or transfer its properties and assets substantially as an entirety to any entity, or cause the Limited Partnership to dissolve, wind up or liquidate, in whole or in part or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, so long as the Mortgage shall be in effect;

"(iii) engage in any business or activity other than as set forth in this Articles of Incorporation, or cause the Limited Partnership to engage in any business or activity other than as set forth in the Limited Partnership Agreement (or any successor provision thereto, however designated);

"(iv) sell, transfer, exchange, convey, encumber or otherwise dispose of any or all of the Corporation's right, title or interest as the general partner of the Limited Partnership;

"(v) file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. § § 101, et seq.) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action; or

"(vi) cause the Limited Partnership to file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the Bankruptcy Code, or cause the Limited Partnership to file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute of law relative to bankruptcy, insolvency or other relief for debtors; or cause the Limited Partnership to seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Limited Partnership or of all or any substantial part of the properties and assets of the Limited Partnership, or cause the Limited Partnership to make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any new partnership action in furtherance of any such action."

"(B) Prohibited Actions.

"(i) The Corporation shall not (a) commingle its assets with those of, or pledge its assets for the benefit of, any other person, (b) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person, or (c) acquire obligations or securities of, or make loans or advances to, any affiliate.

"(ii) So long as the Mortgage shall be in effect, the Corporation shall not take any action to withdraw as a partner of the Limited Partnership.

"(iii) The Corporation shall not amend, alter, change or repeal any provision contained in this Articles of Incorporation, or add or insert any other provisions herein except in accordance with the terms and provisions of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in this paragraph.

"(C) Indemnification. Any indemnification that the Corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage, and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in effect.

"(D) Separateness Covenants. The Corporation shall (i) observe all corporate formalities, including the maintenance of current minute books, (ii) maintain its own separate and distinct books of account and corporate records, (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities, (iv) pay all its liabilities out of its own funds, (v) in all dealings with the public, identify itself, and conduct its own business, under its own name and as a separate and distinct entity, (vi) independently make decisions with respect to its business and daily operations, (vii) maintain an arm's length relationship with its affiliates, (vii) pay the salaries of its own employees, (ix) allocate fairly and reasonably any overhead for shared office space, (x) use separate stationary, invoices and checks, (xi) at all times remain solvent, (xii) file its own tax return, and (xiii) maintain adequate capital sufficient to carry out these enumerated covenants."

3. The number of shares of the corporation outstanding at the time of adoption of this amendment was 100, and the number of shares entitled to vote thereon was 100.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Shares (\$1.00 par value)	100

5. The number of shares voted in favor of such amendment was 100, and the number of shares voted against such amendment was zero (0).

Dated: March 30, 1998

SIEMENS WEST BOYNTON CORP., a Florida corporation

By: \_\_\_\_\_

*Richard Siemens*  
Richard Siemens, as President  
and Secretary

STATE OF FLORIDA )

) ss.:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by Richard Siemens, as President and Secretary of Siemens West Boynton Corp., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a valid Florida driver's license as identification.

OFFICIAL NOTARIAL SEAL



*Diane Bucci*

*DIANE BUCCI*

(type, print, or stamp name)

Notary Public

Commission No. CC 442378

My Commission Expires: 2/28/99