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**BASIC AMENDMENT**  
**BENTLEY OCEAN VIEW, INC.**

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ARTICLES OF AMENDMENT  
OF  
BENTLEY OCEAN VIEW, INC.

The following amendment to the Articles of Incorporation of BENTLEY OCEAN VIEW, INC. was adopted on the 14<sup>th</sup> day of June, 2004 by RICCARDO OLIVIERI, the President and Director, without shareholder action. Shareholder action was not required.

Article IX is hereby added to read as follows:

ARTICLE IX

SINGLE PURPOSE PROVISION

For so long as the Amended and Restated Mortgage, Assignment of Rents and Security Agreement executed for the benefit of Grand Pacific Finance Corp., its successors and assigns ("Lender") shall be outstanding against the real property and improvements thereon owned by Bentley Ocean View, Inc. (the "Company") and located at 510 Ocean Drive, Miami Beach, Florida 33139 (the "Property"), the Company shall:

(a) own and will not own any encumbered asset other than (i) the Property or the Company's interest therein, and (ii) incidental personal property necessary for the operation of the Property;

(b) not engage in any business other than the ownership, management and operation of the Property;

(c) not enter into any contract or agreement with any general partner, principal, member or affiliate of the Company or any affiliate of any such general partner, principal, or member of the Company, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;

(d) not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the secured indebtedness to Lender, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, subordinate or pari passu) by the Property;

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(e) not make any loans or advances to any third party (including any general partner, principal, member or affiliate of the Company, or any guarantor);

(f) be solvent and pay its debts from its assets as the same shall become due;

(g) do all things necessary to preserve its existence and corporate, limited liability company and partnership formalities (as applicable), and will not, nor will any partner, limited or general, or member or shareholder thereof, amend, modify or otherwise change its partnership certificate, partnership agreement, certificate or articles of incorporation or organization, or by-laws or operating agreement or regulations, in a manner which adversely affects Company's, or any such partner's, member's or shareholders's existence as a single-purpose, single-asset "bankruptcy remote" entity;

(h) conduct and operate its business as presently conducted and operated;

(i) maintain books and records and bank accounts separate from those of its affiliates, including its general partners, principals and members;

(j) 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;

(k) not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

(l) not commingle the funds and other assets of Company with those of any general partner, principal, member or affiliate, or any other person;

(m) maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;

(n) have and any general partner or operating member of Company have, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities; and

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(c) does not and will not hold itself out to be responsible for the debts or obligations of any other person.

Notwithstanding the foregoing, BENTLEY OCEAN VIEW, INC. (the "Company") may continue leasing those certain properties which are the subject of the following two (2) Lease Agreements whereby the Company is the Tenant:

- 1) Industrial Lease Agreement dated December 18, 2001, by and between MICC VENTURE, a Florida general partnership, as Landlord, and the Company, as Tenant, for the premises known as: Miami International Commerce Center, Suite 2145-47 N.W. 79<sup>th</sup> Avenue, Miami, Florida 33122; and
- 2) Office Lease Agreement dated February 4, 2002, by and between 5<sup>th</sup> Street Deco Building, LLC, as Landlord, and the Company, as Tenant, for the premises known as: 707 Fifth St., Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 14<sup>th</sup> day of ~~June~~ <sup>July</sup>, 2004.

  
RICCARDO OLIVIERI, PRESIDENT

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STATE OF FLORIDA :  
: SS:  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICCARDO OLIVIERI, as President and Director and on behalf of BENTLEY OCEAN VIEW, INC., a Florida corporation, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 14<sup>th</sup> day of ~~June~~, 2004.

*July*

*Mireya P. Koger*  
NOTARY PUBLIC STATE OF FLORIDA

My commission expires:



Alan W. Levine, Esq.  
Levine & Partners, P.A.  
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