

P94000037340

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

CORPORATION(S) NAME

Jacksonville-TPC/G.P., Inc.

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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00 SEP 26 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLETTE SEP 26 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 26, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: JACKSONVILLE-TPC/G.P., INC.
Ref. Number: P94000037340

We have received your document for JACKSONVILLE-TPC/G.P., INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 600A00050502

Please file AS of today 9-26-00

Cheryl
JM

RECEIVED
00 SEP 26 PM 4: 25
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JACKSONVILLE-TPC/G.P., INC.

FILED
00 SEP 26 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: JACKSONVILLE-TPC/G.P., INC.

DATE OF INCORPORATION: May 18, 1994

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The undersigned hereby files the within Amendment in order to modify the existing Articles of Incorporation. To the extent the within Amendment is contrary to the original Articles of Incorporation, the within Amendment shall take precedent.

FIRST: Amendments Adopted:

The Articles of Incorporation are modified to reflect the following newly added Articles to the existing Articles of Incorporation:

EIGHTH: Purpose: Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a general partner of a limited partnership (the "Partnership") whose purpose is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the real Property of the partnership, together with all improvements located thereon in the City of Jacksonville Heights, State of Florida (the "Property"). The corporation shall exercise all powers enumerated in the General Corporation Law of the State of

Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

NINTH: Certain Prohibited Activities: Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Partnership remains mortgagor of the Property, the corporation shall not cause the Partnership to dissolve. The corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its property and assets of the corporation or Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this paragraph Second and in paragraph Fourth, and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation or the Partnership and be continuing. For so long as a mortgage lien exists on the Property, the corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this Certificate of Incorporation or the Corporation's By-Laws, nor to the Partnership Agreement of the Partnership may be made without first obtaining approval of the mortgagees holding first mortgages on the Property.

TENTH: Indemnification: Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Partnership or the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

ELEVENTH: Separateness Covenants: Notwithstanding any provision hereof to the contrary, the following shall govern:

For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

4. It shall not commingle assets with those of its parent and any affiliate.

5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from its parent and any affiliate.

7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

8. It shall maintain an arm's length relationship with its parent and any affiliate.

9. It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this paragraph Fourth, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof, unincorporated organization, or government or any agency or political subdivision thereof.

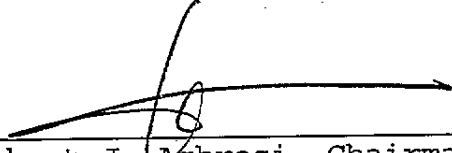
TWELVETH: All other terms and conditions of the Articles of Incorporation shall remain in full force and effect.

SECOND: This Amendment does not provide for exchange, reclassification, or cancellation of issued shares.

THIRD: The date of all of these Amendments shall be the date of filing with the Secretary of State of Florida.

FOURTH: The within Amendment was adopted on September 25, 2000 by the Board of Directors without shareholder approval as shareholder approval was not required.

The undersigned has executed these Articles of Amendment
this 25 day of September, 2000.



Robert J. Ambrosi, Chairman
Board of Directors

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