

P94000044898



ACCOUNT NO. : 072100000032
REFERENCE : 575264 88750A
AUTHORIZATION : Patricia Pijut
COST LIMIT : \$ 35.00 43.75

FILED
02 MAY 10 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 10, 2002

ORDER TIME : 2:23 PM

ORDER NO. : 575264-005

CUSTOMER NO: 88750A

100005504391- 2

CUSTOMER: Nelson R. Gonzales, Legal Asst
Maria Fernandez-valle, Esq.
Suite 103
10570 Nw 27th Street
Miami, FL 33172

DOMESTIC AMENDMENT FILING

NAME: FRANKA CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 X CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. Coulliette MAY 14 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2002

CSC
ATTN: DEBORAH
TALLAHASSEE, FL

SUBJECT: FRANKA CORP.
Ref. Number: P94000044898

RESUBMIT
Please give original
submission date as file date

RECEIVED
02 MAY 14 AM 8:51
TALLAHASSEE, FL

We have received your document for FRANKA CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00029796

Cheryl,
Client now wants a certified
copy - please change my
account debit to \$43.75
Thank, Deborah

Amendment to Articles of Incorporation of Franka Corp.

Pursuant to a Special Shareholder and Director Meeting, the Articles of Incorporation is amended as follows:

Article II shall be replaced to read as follows:

The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the "Property" described in Exhibit "A", attached hereto and made a part hereof.
2. To exercise all powers enumerated in the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

B. Certain Prohibited Activities

The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Wachovia Bank, National Association, its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the corporation will not 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 the First Mortgage exists on any portion of the Property, no material amendment to the articles of incorporation or to the corporation's By-Laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

C. Indemnification

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

D. Separateness Covenants

For so long as the First Mortgage exists on any portion of the Property, in order to

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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 corporate records and books of account separate 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.
4. It shall observe all corporate formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from its parent and any affiliate.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
9. It shall maintain an arm's length relationship with its parent and any affiliate.
10. It shall not guarantee or 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.
11. It shall use stationery, invoices and checks separate from its parent and any affiliate.
12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
13. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article, 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

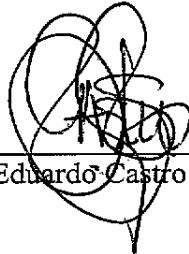
accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, 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.

In witness whereof, the undersigned, as President and sole shareholder and director has executed the foregoing Articles of Incorporation, this 9 day of May, 2002.


These articles of amendment were adopted on May 8, 2002.



Eduardo Castro

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me, by Eduardo Castro, as President, sole shareholder and director and on behalf of Franka Corp., a Florida Corporation, on this 9 day of, May, 2002, who is personally known to me.



Name of Notary

My Commission Expires:

