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305 Department of State # 1

P 94000064980

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NAME: ALLEN'S CREEK, INC.

AUDIT NUMBER.....H97000010094

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Amendment

6-19-97

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TO: Secretary of State
COMPANY: Allen's Creek, Inc.
FAX NO.: 904-922-4000

COMMENTS: Please file Articles of Amendment to the Articles of Incorporation and send me confirmation of proof of filing. ASAP.

If you have any questions, please feel free to call me. Thank you.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ALLEN'S CREEK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Allen's Creek, Inc., a Florida corporation ("Corporation"), filed with the Department of State on August 30, 1994, Charter Number P94000064980, is hereby amended as shown below:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III - PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the corporation, is solely to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain real property known as Allen's Creek Shopping Center located at 17900-17964 U.S. 19, Clearwater, Florida 34624 (the "Property"), subject to the terms and conditions of the First Mortgage as hereinafter defined.

Article IX of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IX - 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.

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FTL 210676.3

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Article XI is hereby added to the Articles of Incorporation of this Corporation and shall read in its entirety as follows:

ARTICLE XI - PROHIBITED ACTIVITIES

The Corporation shall only incur indebtedness in an amount necessary to operate and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, 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. Notwithstanding Article X of the Articles of Incorporation of the Corporation, for so long as the First Mortgage exists on any portion of the Property, no material amendment to this certificate 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.

Article XII is hereby added to the Articles of Incorporation of this Corporation and shall read in its entirety as follows:

ARTICLE XII - SEPARATENESS COVENANTS

For so long as the First Mortgage exists on any portion of 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:

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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 stationary, 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 XII, 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

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"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.

The foregoing amendment was adopted by a Joint Corporate Action by the sole Shareholder and the sole Director of this Corporation, effective as of June 18, 1997 and the number of votes cast by, the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being President of this Corporation, has adopted and executed these Articles of Amendment, as of June 18, 1997.

Allen's Creek, Inc.

By: 

Bruce S. Butler, President

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