

P95000000574

## Florida Department of State

Division of Corporations  
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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

DOWNTOWN BUILDING, INC.

Certificate of Status	0
Certified Copy	1
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AMEND  
PK 65-18  
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5/17/99 11:44 AM



## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 18, 1999

DOWNTOWN BUILDING, INC.  
201 ALHAMBRA CIR 8TH FLOOR  
CORAL GABLES, FL 33134SUBJECT: DOWNTOWN BUILDING, INC.  
REF: P95000000574

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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) 487-6880.

Karen Gibson  
Corporate SpecialistFAX Aud. #: H99000011753  
Letter Number: 599A00027298

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ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF DOWNTOWN BUILDING, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE: PURPOSE

The Corporation's business and purpose shall consist solely of the following:

(i) The acquisition, ownership, operation and management of the real estate project known as The Downtown Building located at 200 South Miami Avenue, Miami, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the general corporation laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE TWO: LIMITATIONS ON AUTHORITY.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article One;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

Prepared by:  
Randi M. Krugold FBN-107409  
201 Alhambra Circle #801  
Coral Gables, FL 33134  
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- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for that benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles One, Two or Three of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

#### ARTICLE THREE: SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and


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checks;

- (i) not commingle its assets or funds with those of any other person; and
- (i) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF the corporation has caused this Amendment to be signed in its name by its President this 11 day of May, 1999.

  
 M. Ronald Krongold  
 President

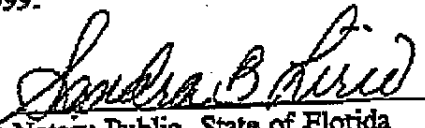
State of Florida

)  
)SS:  
)

County of Dade

Before me, the undersigned authority, personally appeared M. Ronald Krongold, President of Downtown Building, Inc., a Florida corporation, who is personally known to me and to me well known to be the person described in and who subscribed the above Articles of Amendment and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 11 day of May, 1999.

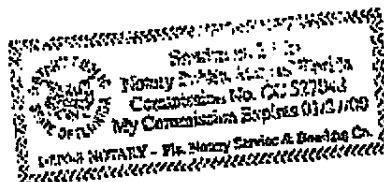
  
 Notary Public, State of Florida

Printed Name of Notary

Serial No. CC 527048

My commission expires:

This instrument was prepared by:  
 Randi M. Krongold, Esq.  
 Krongold and Todd, P.A.  
 201 Alhambra Circle, Suite 801  
 Coral Gables, Florida 33134



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ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF DOWNTOWN BUILDING, INC.

The undersigned, being the President of the corporation hereby certifies that:

1. The name of the corporation is Downtown Building, Inc.

2. That in accordance with the Florida Business Corporation Act on May 11, 1999 all of the shareholders and the sole director of the corporation approved the amendment to the Articles of Incorporation of the corporation as attached hereto and made a part hereof.

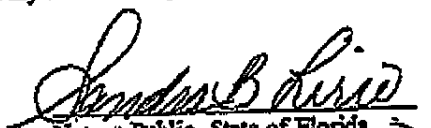
IN WITNESS WHEREOF the corporation has caused this Amendment to be signed in its name by its President this 11 day of May, 1999.

  
M. Ronald Krongold  
President

State of Florida )  
 )SS:  
County of Dade )

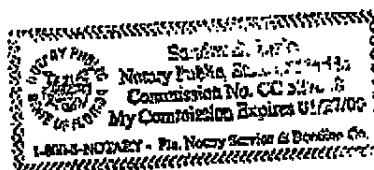
Before me, the undersigned authority, personally appeared M. Ronald Krongold, President of Downtown Building, Inc., a Florida corporation, who is personally known to me and to me well known to be the person described in and who subscribed the above Articles of Amendment and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 11 day of May, 1999.

  
Notary Public, State of Florida  
Sandra B. Lirio  
Printed Name of Notary  
Serial No. CC 527048

My commission expires:

This instrument was prepared by:  
Leslie A. Todd, Esq.  
Krongold and Todd, P.A.  
201 Alhambra Circle, Suite 801  
Coral Gables, Florida 33134



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