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January 29, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: TFL Jacksonville, Inc.

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-02/02/98--01042--005
*****87.50 *****87.50

Gentlemen:

Enclosed is an original and copy of Amendment to Articles of Incorporation of TFL Jacksonville, Inc. for filing. Also enclosed is our check in the amount of \$87.50 for the filing fee.

Please return the copy to me in the enclosed self-addressed stamped envelope. Thank you for your assistance on this matter.

Very truly yours,

Barbara Thompson

Barbara Thompson
Real Estate Paralegal

BT
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENT TO ARTICLES OF INCORPORATION
of
TFL JACKSONVILLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following amendments to the Articles of Incorporation of TFL Jacksonville, Inc. ("Corporation") were unanimously approved by the Board of Directors and Shareholders of the Corporation by written consents executed on the 20th day of January, 1998, in accordance with Chapter 607, Florida Statutes (1997):

Article III of the Articles of Incorporation shall be amended to read as follows:

ARTICLE III

Purpose and Limitation of Powers.

1. The sole purpose for which this corporation is organized is to engage in the business of owning and operating that certain real property more particularly described on Exhibit "A" attached hereto and incorporated herein ("Property"), including the power to lease, manage, develop and mortgage the Property and purposes incidental thereto.

2. The corporation's ability to incur indebtedness is limited to the incurrence of the following:

- (a) Mortgage indebtedness in favor of Legg Mason Real Estate Services, Inc., its successor and/or assigns as their interest may appear, in the original principal amount of Three Million Eight Hundred Thousand and No/100 U.S. Dollars (\$3,800,000.00), and any modification or replacement thereto, or refinancing thereof; and
- (b) Indebtedness or other liabilities incurred in the ordinary course of business of (i) the ownership operation, leasing, management, development or mortgaging of the Property or (ii) maintaining the existence of, and operating the business of, the corporation consistent with the limitation on purpose of the corporation.

3. The Corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of all or substantially all of its assets, or amendment of its Articles of Incorporation, so long as the mortgage indebtedness in favor of Legg Mason Real Estate Services, Inc. remains outstanding.

4. The unanimous consent of all directors of the Corporation shall be required to:

- (a) File, or consent to the filing of, a bankruptcy or insolvency petition or other insolvency proceeding; or
- (b) Amendment to Articles of Incorporation of the Corporation.

5. In order to ensure the corporation's compliance with its limited purpose and the limitations on indebtedness of the corporation, the corporation shall:

- (a) Maintain its books and records separate from any other person or entity;
- (b) Maintain its accounts separate from any other person or entity;
- (c) Not commingle assets with those of any other entity;
- (d) Conduct its business in its own name;
- (e) Maintain separate financial statements;
- (f) Pay its liabilities out of its own funds;
- (g) Observe all corporate formalities;
- (h) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (i) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others.
- (j) Not acquire obligations or securities of its shareholders;
- (k) Allocate fairly and reasonably any overhead for shared office space;
- (l) Use separate invoices and checks;
- (m) Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) Hold itself out as a separate entity;

- (o) Correct any known misunderstanding regarding its separate identity; and
- (p) Maintain adequate capital in light of its contemplated business operations.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of the Corporation have been executed by the President this 20th day of January, 1998.

TFL JACKSONVILLE, INC., a Florida corporation

By: 

Terry Lubinsky
President

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