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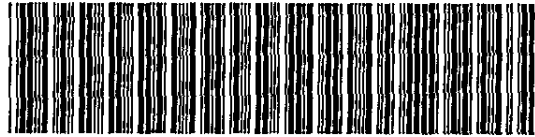
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05 SEP 22 AM 8:53  
SECRET  
TALLAHASSEE, FL 32301

*Amend*  
C. Goulette SEP 28 2005

## GIBBONS AND MELENDI

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

SAM M. GIBBONS, OF COUNSEL  
Retired U. S. Congressman

JOSEPH E. MELENDI

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September 12, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Westgate Park Corp., a Florida corporation  
Our File #Westgate-01

Dear Reader:

Enclosed herewith for filing with the Florida Department of State, please find Second Articles of Amendment of the Articles of Incorporation as Amended of Westgate Park Corp. I am also enclosing check number 4842, in the amount of \$43.75, made payable to Florida Department of State, representing the filing fee and fee for certified copy.

Should you have any questions, please do not hesitate to call.

Sincerely,



Joseph E. Melendi

JEM/cm

Enclosures

cc: Stephen N. Weis  
Marvin Ehrlich

SECOND ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION AS AMENDED  
OF  
WESTGATE PARK CORP.

FILED  
05 SEP 22 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of FSA Section 607.1006, this Florida profit corporation adopts the following second article of amendment to its articles of incorporation:

1. The name of the corporation is Westgate Park Corp.
2. The text of the amendment as adopted is as follows:

**“Resolved, that the Articles of Incorporation of Westgate Park Corp., are amended as follows:**

**ARTICLE FOUR, as previously amended and reading as follows:**

‘The purpose for which this corporation is organized is to own, develop, operate, and manage a mobile home park known as Westgate Mobile Home Park upon lands located in Pinellas County, Florida, and more particularly described in Schedule A, attached hereto and by this reference made a part hereof, to engage in all lawful activities customarily incident thereto, and to enter into, execute and deliver requisite loan documents in connection with a loan to the corporation by Bloomfield Acceptance Company,’

**is amended to read as follows:**

‘The purpose for which this corporation is organized is to own, develop, operate, and manage a mobile home park known as Westgate Mobile Home Park upon lands located in Pinellas County, Florida, and more particularly described in Schedule A, attached hereto and by this reference made a part hereof, to engage in all lawful activities customarily incident thereto, and to enter into, execute and deliver requisite loan documents in connection with a mortgage loan to the corporation by and the assignment of the of the existing mortgage lien to GE Capital Corporation, hereafter, the “Mortgage”. So long as the Mortgage remains outstanding and not paid in full, the corporation shall not have the authority without the prior written consent of the holder of the mortgage to do any of the following:

- (i) engage in any business or activity other than set forth in this Article Four;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage, the indebtedness permitted therein, and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or or liquidate, in whole or in part;

- (iii) 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;
- (iv) unless unanimously otherwise approved by all members of the board of directors and by all officers of the corporation, 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 the property of the corporation, or make any assignment for the 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
- (iv) amend this Article Four.”

**“Resolved further, that the Articles of Incorporation of Westgate Park Corp. are amended further to add Article Nine reading as follows:**

#### **ARTICLE NINE SEPARATENESS/OPERATION MATTERS**

So long as the Mortgage remains outstanding and not paid in full, 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) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (f) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (g) conduct business in its own name, and use separate stationery, invoices and checks;

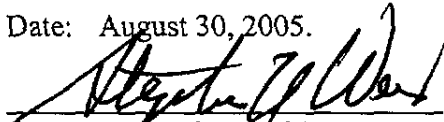
- (h) not commingle its assets or funds with those of any other person;
- (i) not assume, guarantee or pay the debts or obligations of any other person;
- (j) correct any known misunderstanding as to its separate identity;
- (k) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Mortgage or related documents); and
- (l) not make loans or advances to any other person except to its parent corporation and/or its affiliates.

3. The date of adoption of said amendment was August 30, 2005.

4. The amendment was duly approved by unanimous shareholder action.

5. This amendment will be effective upon filing.

Date: August 30, 2005.



Stephen N. Weis, President  
Westgate Park Corp.