

P95000031463



ACCOUNT NO. : 072100000032

REFERENCE : 588297 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
97 NOV -4 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 4, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 588297-005

CUSTOMER NO: 4806726

CUSTOMER: Ms. Laura Mcneill  
Jones Foster Johnston & Stubbs  
P.O. Box 3475

West Palm Beach, FL 33402-3475

Amend  
100002337341--7  
-11/04/97-01033-015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: HILLSBORO-LYONS CORP.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Name	Availability	11	4	97
Document	Examiner	[Signature]		
Update	Verifier	[Signature]		
Update	Verifier	[Signature]		
Update	Verifier	[Signature]		

FILED  
97 OCT 31 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 NOV -4 AM 10:32  
DIVISION OF CORPORATION

AMENDMENT NO. 1  
TO  
ARTICLES OF INCORPORATION  
OF  
HILLSBORO-LYONS CORP.

97 NOV -4 PM 2:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HILLSBORO-LYONS CORP., a Florida corporation, under its corporate seal and the hands of its President, CRAIG I. MENIN, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated as of October 16, 1997, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Hillsboro-Lyons Corp., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on April 18, 1995, be amended by striking Article 4. thereof in its entirety and by substituting therefor the following:

ARTICLE IV

4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. Notwithstanding the foregoing, until the loan in the amount of \$7,065,000.00 to be made by Chase Manhattan Bank to Hillsboro-Lyons Investors, Ltd., a Florida limited partnership, as such loan may,

from time to time, be amended, extended, consolidated or increased, is paid in full, the purpose of the Corporation shall be limited to acting as the General Partner of Hillsboro-Lyons Investors, Ltd., and to taking all actions, and to refraining from taking any actions, as the Corporation shall deem necessary, as general partner of Hillsboro-Lyons Investors, Ltd.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President this 17<sup>th</sup> day of October, 1997.

HILLSBORO-LYONS CORP.

(CORPORATE SEAL)

By

Craig I. Menin  
Craig I. Menin,  
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was acknowledged before me by Craig I. Menin, President of Hillsboro-Lyons Corp., on behalf of said corporation, who is personally known to me this 17<sup>th</sup> day of October, 1997.

(NOTARY SEAL)

Laure K. McNeill  
Notary Public

Print Name:

Commission No.

My Commission Expires:

