

Division of Corporations

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P95000039983

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DIM MIRAMAR PARKWAY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DIM MIRAMAR PARKWAY, INC

FILED
00 APR 21 PM 12:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006, Florida Statutes, these Articles of Amendment are being filed for the purposes of amending the Articles of Incorporation of DIM MIRAMAR PARKWAY, INC. (the "Corporation") as follows:

1. The name of the Corporation is DIM MIRAMAR PARKWAY, INC. and its Articles of Incorporation were filed on May 19, 1995 under document number P95000039983.

2. Article III is amended to read as follows:

ARTICLE III

NATURE OF BUSINESS

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of a limited partnership (the "Partnership") whose purpose is to acquire certain parcels of real property, together with all improvements located thereon, in the City of Miramar, State of Florida and generally known as Miramar Parkway Plaza (the "Property") and own, hold, sell,

This Instrument Prepared By:

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assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation may also own or hold a beneficial interest in a legal entity which owns or will own property contiguous and adjacent to the Property. The Corporation shall exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

3. Article IX is amended by adding the following:

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification given by the Corporation shall be fully subordinated to any mortgage debt obligations respecting the Partnership or the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

4. A new Article XI is added to read as follows:

ARTICLE XI

CERTAIN PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Partnership remains mortgagor of the Property, the Corporation shall not cause the Partnership to dissolve. The Corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its properties and assets

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substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or Partnership) formed or surviving such consolidation or merger or that acquiring such assets by conveyance or transfer (a) be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) include in its organizational documents the same limitations set forth in this Article XI and in Article XII, and (c) expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Corporation or the Partnership and be continuing. For so long as a mortgage lien exists on the Property, the Corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws nor to the partnership agreement of the Partnership may be made without first obtaining approval of the mortgagees holding first mortgages on the Property.

4. A new Article XII is added to read as follows:

ARTICLE XII

SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in

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addition to the other provisions set forth in these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall conduct its affairs in accordance with the following provisions:

(a) 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.

(b) It shall maintain separate corporate records and books of account from those of its Parent and any Affiliate.

(c) Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

(d) It shall not commingle assets with those of its Parent and any Affiliate.

(e) It shall conduct its own business in its own name.

(f) It shall maintain financial statements separate from its Parent and any Affiliate.

(g) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its Parent or any Affiliate.

(h) It shall maintain an arm's length relationship with its Parent and any Affiliate.

(i) It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its

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Parent or any Affiliate or hold out its credit as being available to satisfy the obligations of others.

(j) It shall use stationery, invoices and checks separate from its Parent and any Affiliate.

(k) It shall not pledge its assets for the benefit of any other entity, including its Parent and any Affiliate.

(l) 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:

(a) "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.

(b) "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.

(c) "Person" means any individual, corporation, partnership, limited liability

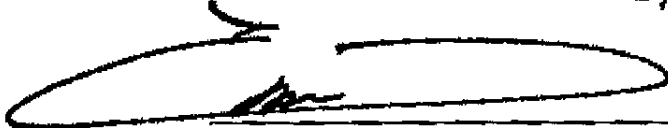
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company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

5. This Amendment shall be effective on April 17, 2000.

6. The Amendment was adopted by all of the directors and shareholders of the Corporation by unanimous written consent on April 17, 2000.


These Articles of Amendment have been executed on this 17 day of April, 2000.



Jan W. Dane, President

STATE OF FLORIDA)
): ss.
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 17 day of April, 2000 by Jan W. Dane, as President of DIM MIRAMAR PARKWAY, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced as identification.



NOTARY PUBLIC, State of Florida
Print Name: _____
Commission No.: _____

My Commission Expires:

