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ACCOUNT NO. : 072100000032 REFERENCE : 112503 81491A AUTHORIZATION : COST LIMIT : \$ PPD ORDER DATE: May 30, 2003 ORDER TIME : 10:48 AM ORDER NO. : 112503-010 CUSTOMER NO: 81491A CUSTOMER: Mark H. Dahlmeier, Esq Jones Foster Johnston & Stubbs Suite 1100 505 South Flagler Drive West Palm Beach, FL 33401 DOMESTIC AMENDMENT FILING NAME: ELLIV PROPERTY INVESTMENTS, INC. EFFECTIVE DATE: XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

AMENDMENT TO ARTICLES OF INCORPORATION OF ELLIV PROPERTY INVESTMENTS, INC.



ELLIV PROPERTY INVESTMENTS, INC., a Florida corporation (the "Corporation"), by its Vice President, Meenaz Dhanani, hereby certifies that:

Upon the proposal of the Board of Directors of the Corporation, the following resolutions were duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the Corporation, by written instrument dated May $28\,$, 2003, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, Article EIGHTH (ii) and Article EIGHTH (iii) of the Articles of Incorporation of ELLIV PROPERTY INVESTMENTS, INC., which were filed with the Department of State of Florida on May 25, 1995, as amended by Articles of Amendment filed with the Department of State of Florida on May 22, 1996, be amended by changing the word "acquisition" to "refinancing" in each instance.

RESOLVED FURTHER, that, effective on the date of filing with the Department of State of Florida, Article NINTH of the Articles of Incorporation of ELLIV PROPERTY INVESTMENTS, INC., which were filed with the Department of State of Florida on May 25, 1995, as amended by Articles of Amendment filed with the Department of State of Florida on May 22, 1996, be amended by adding the following subparagraphs (e), (f), (g) and (h) after subparagraph (d):

- (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; and

(h) Conduct business in its own name, and use separate stationary, invoices and checks.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be executed this 28 day of May, 2003.

ELLIV Property Investments, Inc., a Florida corporation

By: (MM/M/m):
Print Name: MGGNA2 BHANANI
Its: VICE PREVIOUS

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