

CAPITAL CONNECTION, INC.

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 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
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NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 DEC 23 AM 8:40
 DIVISION OF CORPORATION

N. HENDRICKS DEC 23 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/23 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 8:30 *[Signature]*

RE: *GSG Lenck Corporation*

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
CUS-		
Fictitious Name File		
Name Reservation	12/23/96 01809-011	
Annual Report/Reinstatement	****\$7.50 ****\$7.50	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

96 DEC 23 PM 12:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

4

**SECOND AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GSG LENCK CORPORATION**

FILED
96 DEC 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 and 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation, GSG Lenck Corporation (the "Corporation"), adopts the following Second Amendment to its Amended and Restated Articles of Incorporation:

1. This Second Amendment to the Amended and Restated Articles of Incorporation was adopted by all the Directors of the Corporation by the Unanimous Written Consent of Directors of the Corporation in Lieu of a Special Meeting dated December 18, 1996 and by the Sole Stockholder of the Corporation by Written Consent of the Sole Stockholder of the Corporation in Lieu of a Special Meeting (the number of votes cast for approval was sufficient for approval), in the manner prescribed by Section 607.1006 of the Florida Business Corporation Act.

The Amended and Restated Articles of Incorporation, as previously amended, are hereby amended by striking out Articles VI, VII, VIII AND X thereof and by substituting in lieu of said ARTICLES the following new Articles:

"ARTICLE VI - DIRECTORS

The Corporation shall have a Board of Directors consisting of three (3) Directors as follows:

Directors: Dennis Egidi
David E. Hocker
Gregory R. Greenfield

The Corporation shall at all times while the first mortgage (the "First Mortgage") in favor of CS First Boston Mortgage Capital Corp., its successors or assigns, encumbering the real property owned by the Partnership is outstanding have Gregory R. Greenfield as a member of the Corporation's Board of Directors. The Directors of the Corporation, when considering any and all matters in connection with the Corporation or the Partnership, including whether or not to cause the Corporation or the Partnership to

initiate a bankruptcy or insolvency proceeding or to dissolve or give its consent in connection with the Limited Partnership Agreement of the Partnership (the "Limited Partnership Agreement"), shall consider the interests of the creditors of the Partnership, as well as those of the Corporation.

Notwithstanding any other provision of the Amended and Restated Articles of Incorporation of the Corporation, as amended, and any provision of law that otherwise so empowers the Corporation, so long as the First Mortgage is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do either of the following: (a) engage in any business or activity other than those set forth in ARTICLE III of the Amended and Restated Articles of Incorporation; or (b) incur any indebtedness or assume or guaranty any indebtedness.

So long as the First Mortgage is outstanding, the Corporation may not do any of the following: (a) dissolve or liquidate, in whole or in part; (b) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity; (c) withdraw as a general partner of the Partnership; (d) amend or cause to be amended the organizational documents of the Corporation or the Partnership with respect to changing the sole purpose of the Corporation or the Partnership or the separateness covenants contained herein or therein; or (e) take any action that might cause the Corporation or the Partnership to become insolvent.

The affirmative vote of all of the Directors of the Corporation is necessary for the Corporation to take or vote in favor of any "Bankruptcy Action" (as hereinafter defined in this ARTICLE VI) by the Corporation or the Partnership. A Bankruptcy Action is:

1. Commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
2. Instituting proceedings to have the Corporation or the Partnership adjudicated a bankrupt or insolvent;

3. Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
4. Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts or the Partnership of its debts under any federal or state law relating to bankruptcy;
5. Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties, or the Partnership or a substantial portion of its properties;
6. Making any assignment for the benefit of the Corporation's or the Partnership's creditors;
7. Admitting in writing its inability to pay its debts generally as they become due;
8. Engaging in transactions with affiliates; or
9. Taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

ARTICLE VII - CORPORATE FORMALITIES

The Corporation shall and shall cause the Partnership to:

1. Maintain its books and records and bank accounts separate from any other entity or person, including any direct or ultimate parent of the Corporation;
2. Not commingle its assets with the assets of any other entity or person, including any direct or ultimate parent of the Corporation, and hold all of its assets in its own name;
3. Conduct its own business in its own name;
4. File its own tax returns and maintain financial statements separate from any other entity or person,

including any direct or ultimate parent of the Corporation;

5. Pay its own operating expenses and liabilities from its own funds;
6. Observe all organizational formalities;
7. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
8. Pay the salaries of its own employees from its own funds;
9. Not guarantee or become obligated for the debts of any other person or entity or hold out its credit as being available to satisfy the obligations of others (other than obligations of the Partnership for which the Corporation may be liable as a general partner of the Partnership);
10. Allocate fairly and reasonably any overhead for shared office space;
11. Use separate stationery, invoices, and checks bearing its own name;
12. Not pledge its assets for the benefit of any other entity or person;
13. Maintain a sufficient number of employees in light of its contemplated business operations;
14. Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
15. Not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
16. Correct any known misunderstanding regarding its separate identity;

17. Maintain adequate capital in light of its contemplated business operations; and
18. At all times identify itself as a separate and distinct entity and not identify itself as being a division of or a part of any other entity or person, including any direct or ultimate parent of the Corporation.

ARTICLE VIII - AMENDMENTS

The affirmative vote of all of the Directors of the Corporation and, so long as the First Mortgage is outstanding, the prior written consent of the holder of the First Mortgage, is necessary to amend, alter, change or repeal the Amended and Restated Articles of Incorporation, as amended, the Certificate of Limited Partnership of the Partnership, or the Limited Partnership Agreement.

ARTICLE X - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person and the Corporation's obligation to indemnify any person will not constitute a claim against the Corporation as long as the First Mortgage is outstanding."

2. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

Signed as of December 18th, 1996.

GSG LENCK CORPORATION,
a Florida corporation

By: David E. Hocker
David E. Hocker, President

WPB/95107 1/76436-52014