



1201 HAYS STREET
TALLAHASSEE, FL 32301
904-342-0866
904-342-0866
P9500042415

ACCOUNT NO. : 07210000031

REFERENCE : 607576 869010

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 31, 1995

ORDER TIME : 11:35 AM

ORDER NO. : 607576

500001502196
-05/31/95--01054--032
****122.50 ****122.50

CUSTOMER NO: 869010

CUSTOMER: Ms. Ann Jones
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: GSG LENCK CORPORATION

FILED
95 MAY 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FL 32301

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

EFFECTIVE DATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

MAY 30 1995

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

T. BROWN JUN - 1 1995

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

95 MAY 31 PM 12:55
DIVISION OF CORPORATION

RECEIVED

ARTICLES OF INCORPORATION
OF
GSG LENCK CORPORATION

FILED
95 MAY 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GSG Lenck Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

EFFECTIVE DATE

MAY 30 1995

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on May 30, 1995.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of One Penny (\$.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

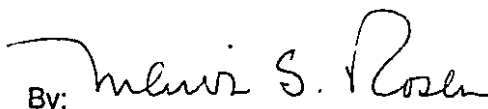
HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of May, 1995.

HOMISCO INCORPORATION, INC.

By: 
Marvin S. Rosen, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 30th day of May, 1995.

HCMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

FILED
95 MAY 31 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-9193 FAX

800-342-8086

CS network
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

P95000042415

ACCOUNT NO. : 072100000032

REFERENCE : 622212

4919B

AUTHORIZATION :

COST LIMIT : 9 PPD

*Amended &
Restated*

ORDER DATE : June 19, 1995

ORDER TIME : 10:19 AM

ORDER NO. : 622212

CUSTOMER NO: 4919B

CUSTOMER: Cathy Scott, Legal Assistant
Honigman Miller Schwartz
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

400001516414
-06/19/95--01033--019
*****96.25 *****96.25

RUSH WILL WAIT

DOMESTIC AMENDMENT FILING

NAME: GSG LENCK CORPORATION

ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 JUN 19 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GSG LENCK CORPORATION**

FILED
95 JUN 19 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005 and 607.1007 of the Florida Statutes, GSG LENCK CORPORATION (the "Corporation"), certifies that:

FIRST: The name of the Corporation is GSG Lenck Corporation. The original Articles of Incorporation were filed with the Secretary of State of Florida on May 31, 1995, effective May 30, 1995.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation, were adopted by the sole incorporator of the Corporation prior to the selection of any directors of the Corporation and prior to the issuance of any shares of the Corporation, therefore, without shareholder action and shareholder action was not required.

THIRD: The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE 1 - NAME

The name of the corporation is GSG Lenck Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE III - PURPOSE

The purpose of the Corporation is limited to acting as a general partner of Tallahassee Mall Partners, Ltd., a Florida limited partnership (the "Partnership").

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of One Penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - DIRECTORS

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

Directors:

Dennis Egidl
David E. Hocker
Mark Finerman - Independent Director

The Corporation shall at all times have at least one (1) Director (the "Independent Director") to be approved by Nomura Asset Capital Corporation, its successors or assigns, who is not at the time of such individual's appointment, has not been at any time during the preceding five (5) years and does not become, (a) a member, partner, stockholder, director, officer, employee, customer or supplier (individually, a "Restricted Party") of or to the Corporation, the Partnership, or any affiliates thereof (individually, a "Restricted Entity"); (b) a person controlling, controlled by, or under common control with, any Restricted Party; or (c) a member of the immediate family of any Restricted Party. The Independent Director and the other Directors of the Corporation, when considering any and all matters in connection with the Corporation and 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 Corporation and the Partnership.

The affirmative vote of all of the Directors of the Corporation, including the Independent Director, 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. Taking any action that might cause the Corporation or the Partnership to become insolvent;
2. 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;
3. Instituting proceedings to have the Corporation or the Partnership adjudicated a bankrupt or insolvent;
4. Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
5. 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;
6. 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;
7. Making any assignment for the benefit of the Corporation's or the Partnership's creditors; or
8. 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:

1. Maintain its books and records 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;
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;
8. Pay the salaries of its own employees;
9. Not guarantee or become obligated for the debts of any other 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 general partner of the Partnership);
10. Allocate fairly and reasonably any overhead for shared office space;
11. Use separate stationery, invoices, and checks;
12. Not pledge its assets for the benefit of any other entity or person;
and
13. At all times identify itself as a separate and distinct entity and not identify itself as being a division of, a part of, or affiliated in any manner with, 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, including the Independent Director, is necessary to amend, alter, change or repeal these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, the Certificate of Limited Partnership of the Partnership, or its Limited Partnership Agreement.

ARTICLE IX - DIRECTOR LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director; provided, however, that nothing in this Article IX shall eliminate or limit the liability of any Director (i) for breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Business Corporation Act, or (iv) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act (the "Act"), as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the Act from and against any and all of the expenses, liabilities, or other matters referred to in or covered by the Act, 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 Securities (as such term is defined in the Loan Agreement between the Partnership and Nomura Asset Capital Corporation) are outstanding.

ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of June, 1995.

HOMISCO INCORPORATION, INC., a Florida corporation, Sole Incorporator

By: Marvin S. Rosen
Marvin S. Rosen, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY

AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF ITS DUTIES.

Dated this 5th day of June, 1995.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

WPIB/65002.1/75199-12790

95000042415
201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9171 FAX

FILED



96 FEB 12 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 843505 4355164
AUTHORIZATION *Patricia Project*
COST LIMIT : \$ 87.50

ORDER DATE : February 12, 1996 600001712406
ORDER TIME : 12:24 PM
ORDER NO. : 843505
CUSTOMER NO: 4355164
CUSTOMER: Andrew F. Dunstan, Legal Asst
Honigman, Miller, Schwartz &
222 Lakeview Avenue
Suite #800
West Palm Beach, FL 334016112

DOMESTIC AMENDMENT FILING

NAME: GSG LENCK CORPORATION

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MARIA NEWPORT

EXAMINER'S INITIALS:

N. HENDRICKS FEB 12 1996

RECEIVED
96 FEB 12 PM 1:17
DIVISION OF CORPORATION

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

FILED

96 FEB 12 PM 2:04

SECRET
TALLAHASSEE, FLA.

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 Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. These Articles of Amendment to the Amended and Restated Articles of Incorporation were 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 June 22, 1995, in the manner prescribed by Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, prior to the issuance of any stock in the Corporation; therefore, shareholder approval was not required as set forth in Section 607.1006, Florida Statutes.

The Amended and Restated Articles of Incorporation is hereby amended by striking out ARTICLE VI thereof and by substituting in lieu of said ARTICLE VI the following new ARTICLE VI:

"ARTICLE VI - DIRECTORS

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

Directors: Dennis Egidi
David E. Hocker
Mark Finerman - Independent Director

The Corporation shall at all times have at least one (1) Director (the "Independent Director") to be approved by Nomura Asset Capital Corporation, its successors or assigns, who is not at the time of such individual's appointment, has not been at any time during the preceding five (5) years and does not become, (a) a member, partner, stockholder, director, officer, employee, customer or supplier (individually, a "Restricted Party") of or to the Corporation, the Partnership, or any affiliates thereof; (b) a person controlling, controlled by, or under common control with, any Restricted Party; or (c) a member of the immediate family of any Restricted Party.

The Independent Director and the other 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.

The affirmative vote of all of the Directors of the Corporation, including the Independent Director, is necessary to approve or initiate (a) any merger, conveyance, transfer, leasing, consolidation, dissolution, liquidation or sale of all or substantially all of the properties or assets of the Corporation or the Partnership; (b) any transfer of any shareholder, partnership, or ownership interest in the Corporation or the Partnership; (c) any merging or consolidating of the Corporation or the Partnership with or into any other business entity; (d) any act by the Corporation as a result of which the Corporation or the Partnership would be dissolved, wound up or liquidated, in whole or in part; (e) the engagement by the Corporation in any business activity other than as permitted by Article III hereof; (f) the causing of the Partnership to engage in any business or activity other than as set forth in its Certificate of Limited Partnership and the Limited Partnership Agreement; and (g) the incurring or assuming of any indebtedness by the Corporation or the Partnership.

The affirmative vote of all of the Directors of the Corporation, including the Independent Director, 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. Taking any action that might cause the Corporation or the Partnership to become insolvent;
2. 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;

3. Instituting proceedings to have the Corporation or the Partnership adjudicated a bankrupt or insolvent;
 4. Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
 5. 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;
 6. 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;
 7. Making any assignment for the benefit of the Corporation's or the Partnership's creditors; or
 8. Taking any action or causing the Partnership to take any action in furtherance of any of the foregoing."
2. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

Signed as of June 22, 1995

GSG LENCK CORPORATION,
a Florida corporation

By: David E. Hocker
David E. Hocker, Director

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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 CORPORATIONS

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: GS& Lenck Corporation

	O.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		
Annual Report/Reinstatement		
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, 18% per Annum.

THANK YOU
from
Your Capital Connection

**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.

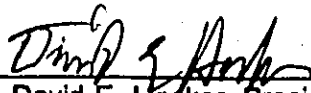
ARTICLE X - INDEMNIFICATION

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, President

WPII/95107.1/76456-52014