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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: REMS USA, INC.

AUDIT NUMBER.....H98000007538

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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*Amendment*  
*4/22/98*  
*DC*

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ARTICLES OF AMENDMENT

FILED  
98 APR 22 AM 10:18  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: The undersigned, as President and Secretary of REMS USA, INC., a Florida corporation, do hereby certify that the following amendment to the Articles of Incorporation was approved by a majority vote of the shareholders and by a majority vote of the directors of said corporation on the 21<sup>st</sup> day of APRIL, 1998, and that the number of votes cast for the amendment by the shareholders and directors respectively was sufficient for approval by such voting group:

"AMENDMENT

ARTICLE II of the Articles of Incorporation is hereby deleted in its entirety and the following substituted therefor:

ARTICLE II. PURPOSE

The Corporation's business and purpose shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the general partner of Hallandale Professional Park, a Florida general partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Hallandale Professional Park located in Hallandale, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Hallandale Professional Park General Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

\*\*\*\*\*

The following ARTICLE VIII is hereby added to the Articles of Incorporation:

ARTICLE VIII. LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article One or cause or allow the Partnership to engage in any

Norman Leopold, Esq.  
20801 Biscayne Blvd. 501  
Aventura, FL 33180  
(305) 935.3500 / FBNb. 163308

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business or activity other than as set forth in its Limited Partnership Agreement:

- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;
- (iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of the property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they

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become due, or take corporate action in furtherance of any such action.

- (ix) amend, alter or modify Articles One, Two or Three of this Amendment to Article of Incorporation or approve an amendment of [the bankruptcy remote/separateness provisions-specify actual sections covered by accompanying form] the Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

\*\*\*\*\*

The following ARTICLE IX is hereby added to the Articles of Incorporation:

**ARTICLE IX. SEPARATENESS/OPERATIONS MATTERS**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its bank accounts and all of its other assets separate from those of any other person or entity;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Board of Directors, and observe all other Board of Director formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (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;

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- (g) transact all business with affiliates on an arm's-length basis and to enter into transactions with affiliates on a commercially reasonable basis;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) to pay its own liabilities and expenses only out of its own funds;
- (l) to pay salaries of its own employees from its own funds;
- (m) to maintain sufficient number of employees in light of its contemplated business operations;
- (n) not to hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (q) not to pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;
- (r) to correct any known misunderstanding regarding its separate identity;
- (s) not to identify itself as a division of any other person or entity; and
- (t) to maintain adequate capital in light of its contemplated business operations."

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IN WITNESS WHEREOF, the undersigned, as President, and Secretary, have caused the seal of said corporation to be affixed to these Articles of Amendment, at Aventura, Florida, on this 20th day of April, 1998.

[Signature]  
Robert Lechter, President

(CORPORATE SEAL)

[Signature]  
Secretary

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20 day of April, 1998, by ROBERT LECHTER, as President and Secretary respectively of REMS USA, INC., a Florida corporation, on behalf of the corporation, who are personally known to me or produced Robert Lechter as identification.

[Signature]  
Notary Public, State of Florida

My commission expires:



Amy V. ADAMS  
Print name of notary public

THIS INSTRUMENT PREPARED BY:

Norman Leopold, Esquire  
LEOPOLD & LEOPOLD, P.A.  
20801 Biscayne Blvd., #501  
Aventura, FL 33180  
Telephone: (305) 935-3500  
Florida Bar No.: 163308

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