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DEPT. OF STATE  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.  
C. Goulette OCT 06 2005

**DOUGLAS RAWLS GIRVIN, P. A.**

A PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW  
OCEANSIDE PROFESSIONAL CENTRE  
1080 EAST INDIANTOWN ROAD, SUITE 105  
JUPITER, FLORIDA 33477

TELEPHONE  
(561) 746-6669

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(561) 746-7754

October 4, 2005

Secretary of State  
Division of Corporations  
~~409 East Gaines Street~~  
Tallahassee, Florida ~~32399~~

*2661 Executive Center Circle W.  
32301*

Via Hand-Delivery

Re: Loxahatchee Investors, Inc.  
Maplewood Investors, L.L.C.  
Articles of Amendment

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Dear Sir/Madam:

I have enclosed and submit for filing an original and one copy of the following documents:

- 095000060811*
1. Articles of Amendment to the Articles of Incorporation of Loxahatchee Investors, Inc.
  2. Amended and Restated Articles of Organization of Maplewood Investors, L.L.C.

I have also enclosed a check in the amount of ~~One Hundred Thirty~~ (\$85.50) payable to the "Florida Department of State" as filing fees. Please return a certified copy of the enclosed to our office in the enclosed Federal Express envelope. *to Process Server*

If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed. Thank you for your assistance with this matter.

Sincerely,  
*[Signature]*  
Christy M Verzi  
Legal Assistant  
Enclosures

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**878-9966**

*[Signature]*

~~HOLD UNTIL 12:00 PM JUST TO BE SAFE~~

*[Signature]*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
LOXAHATCHEE INVESTORS, INC.**

FILED  
05 OCT -6 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, Loxahatchee Investors, Inc. (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article II of the Articles of Incorporation is hereby deleted and the following is substituted for same:

**"ARTICLE II: PURPOSE**

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

A. The acquisition, ownership, operation and management of the real estate project known as Maplewood Center located at 401 Maplewood Drive, Jupiter, Florida 33458 ("Property"), pursuant to and in accordance with these Articles of Incorporation; and

B. 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."

2. Article VI of the Articles of Incorporation is hereby deleted and the following is substituted for same:

**"ARTICLE VI: DIRECTORS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four (4) directors; provided however, the number of directors comprising the Board may be changed hereafter as permitted in the By-laws."

3. The following is hereby added to the Articles of Incorporation as Article VIII:

**"ARTICLE VIII: LIMITATIONS ON AUTHORITY**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and as long as any obligations secured by the real property owned by the Corporation pursuant to the first lien mortgage (the "Mortgage") in favor of General Electric Capital Corporation remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

A. Engage in any business or activity other than those set forth in Article II hereof;

B. Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

C. Dissolve or liquidate, in whole or in part;

D. 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;

E. Institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, 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 a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

- F. Amend Articles II, VIII or IX of these Articles of Incorporation.

As long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (A) - (D) and (F) above without the written consent of the holder of the Mortgage."

- 4. The following is hereby added to the Articles of Incorporation as Article IX:

**"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 assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

- C. Hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate 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;

- G. Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

- 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."

5. This Amendment was unanimously adopted by the shareholders of the corporation on the 27<sup>th</sup> day of August, 2005.

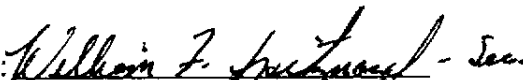
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 27 day of August, 2005.

Loxahatchee Investors, Inc., a Florida corporation

By:

  
Richard C. Rathke, President

Attest:

 - Sec.  
William F. Spitznagel, Secretary

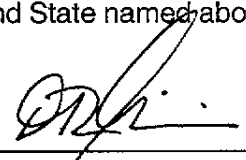
(Corporate Seal)

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

I certify that on this date before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared **Richard C. Rathke** and **William F. Spitznagel**, known by me to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of Loxahatchee Investors, Inc., a corporation organized under the laws of the State of Florida. They acknowledged before me that they executed the foregoing instrument as such officers in the name and on behalf of the corporation, and that they also affixed thereto the official seal of the corporation. Neither Richard C. Rathke nor William F. Spitznagel took an oath and each ☒ are personally known to me or ☐ produced \_\_\_\_\_ (TYPE OF IDENTIFICATION) as identification.

WITNESS my hand and official seal in the County and State named above this 27<sup>th</sup> day of August, 2005.

(Notary Seal)

  
Notary Public

My commission expires:

D. R. GIRVIN  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD178992  
EXPIRES 02/12/2007  
BONDED THRU 1-888-NOTARY1