

P96000037853

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August 24, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Rofe Properties, Inc.\Corporate  
Our File No.: 914.001

Dear Sir/Madam:

Please find enclosed the original executed and notarized copy of the Articles of Amendment to the Articles of Incorporation of Rofe Properties, Inc.

Also enclosed is our firm check in the amount of \$35.00, which represents the filing fee of the Amendment.

Your help in this matter is greatly appreciate.

Very truly yours,

  
Christopher C. Cathcart  
For the Firm

CCC:mls  
Enclosure

cc: David Rofe  
Robert Keane, Esquire

Amend

V. SHEPARD SEP 21 1999

500002972085--6  
-08/27/99-01056-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
FILED  
SEP 20 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

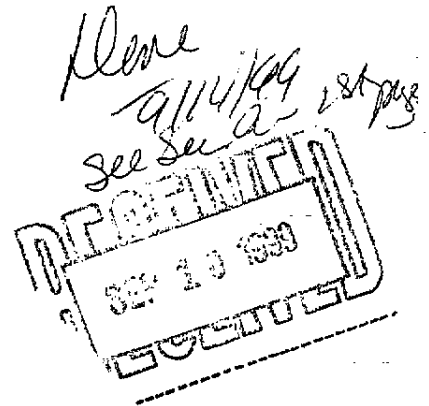


FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 8, 1999

CHRISTOPHER C. CATHCART  
210 N. WYMORE ROAD  
WINTER PARK, FL 32789

SUBJECT: ROFE PROPERTIES, INC.  
Ref. Number: P96000037853



We have received your document for ROFE PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 799A00044350

*Rec'd 9/20*

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September 14, 1999

Florida Department of State  
Velma Shepard  
Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Rofe Properties, Inc.  
Reference Number: P96000037853  
Our File No.: 914.001

Dear Ms. Shepard:

Pursuant to your letter dated September 8, 1999 in the above referenced matter, please find enclosed the Articles of Amendment to the Articles of Incorporation of Rofe Properties, Inc., with reference to items 1 and 2 in your letter.

We appreciate your help in processing the amendment, and if you should have any further questions, please let me know.

Very truly yours,



Christopher C. Cathcart  
For the Firm

CCC:mls  
Enclosure

**ARTICLES OF AMENDMENT TO THE**  
**ARTICLES OF INCORPORATION OF**  
**ROFE PROPERTIES, INC.**

FILED  
99 SEP 20 PM 4: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.117 and 607.181 of the Florida General Corporation Act, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

A. These Articles of Amendment were approved by the shareholders on August 18, 1999 by all shareholders and the number of votes cast was sufficient for approval.

1. Article III of the Articles of Incorporation is amended to read as follows:

**ARTICLE III. PURPOSES**

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

1. To acquire that certain parcel of real property, together with all improvements located thereon, in the City of Orlando, State of Florida commonly known as International Shops (the "Property").

2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

3. To exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

2. Article IX of the Articles of Incorporation is amended, to add the following sentence:

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, officers,

employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not continue a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

3. Add Article XII to the Articles of Incorporation to read as follows:

#### **ARTICLE XII. PROHIBITED ACTIVITIES**

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The Corporation shall not incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article XII and in Article XIII, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (i) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing.

For so long as a mortgage lien exists on the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

4. Add Article XIII to the Articles of Incorporation to read as follows:

#### **ARTICLES XIII. SEPARATE COVENANTS**

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain in an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
3. Its Board or Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate, and maintain a sufficient number of employees in light of its contemplated business operations.
8. It shall maintain adequate capital in light of its contemplated business operations.
9. It shall maintain an arm's length relationship with its parent and any affiliate.
10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
11. It shall use stationery, invoices and checks separate from its parent and any affiliate.
12. It shall not pledge its assets for the benefit of any other entity or make an advance to any entity, including its parent and any affiliate.
13. It shall hold itself out as an entity separate from its parent and any affiliate.
14. It shall correct any known misunderstanding regarding its separate identity
15. It shall not acquire obligations or securities of its partners, members or shareholders.

For purpose of this Article XIII, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition,

"control when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Parent" means, with respect to a corporation, any other corporation owing or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

The name of this corporation is Rofe Properties, Inc. and its principal office is located at 8000 International Drive, Suite 200, Orlando, Florida 32819.

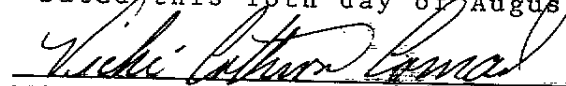
5. These Articles of Amendment were adopted by the shareholders of Rofe Properties, Inc., without shareholder action, which was not required.

DATED this 18 day of August, 1999.

  
DAVID ROFE, President

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DAVID ROFE, as President of ROFE PROPERTIES, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me or has produced Florida Drivers License as identification. Dated this 18th day of August, 1999.

  
NOTARY PUBLIC  
Print Name: Vicki Cothron Conrad  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

