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BASIC AMENDMENT  
STATESIDE CAPITAL GROUP, INC.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
STATESIDE CAPITAL GROUP, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, STATESIDE CAPITAL GROUP, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Existing Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE II.  
PURPOSE**

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

(i) To own, operate and manage a real estate project known as Blue Heron Center located in Riviera Beach, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the Laws of the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing."

**SECOND:** New Article IX has been added to the Corporation's Articles of Incorporation to read as follows:

**"ARTICLE IX.  
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;

(ii) incur any indebtedness or assume or guarantee any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property from Column Financial, Inc. in the original

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principal amount of \$4,300,000.00 (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(iii) dissolve or liquidate, in whole or in part;

(iv) 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;

(v) 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 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

(vi) amend the Articles of Incorporation or the Bylaws of the Corporation. 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 (iv) and item (vi)."

THIRD: New Article X has been added to the Corporation's Articles of Incorporation to read as follows:

**"ARTICLE X.  
SEPARATENESS PROVISIONS**

The Corporation shall:

- (a) maintain books and records separate from any other person or entity;
- (b) maintain its accounts separate from those of any other person or entity;
- (c) not commingle its assets or funds with those of any other person or entity;
- (d) conduct its own business in its own name;
- (e) maintain separate financial statements from any other person or entity;
- (f) pay its own liabilities out of its own funds;

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(g) hold regular shareholder and director meetings as appropriate, to conduct the business of the Corporation, and do all things necessary to preserve its existence and observe all corporate formalities and other formalities required by these Articles and the Bylaws of the Corporation; and cause to be done and will do all things necessary to preserve its existence as a corporation;

(h) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

(i) not guarantee or become obligated for, or pay, the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(j) not acquire obligations or securities of any of its members or any affiliate;

(k) allocate fairly and reasonably any overhead for shared office space;

(l) use separate stationery, invoices and checks from any other person or entity;

(m) not pledge its assets for the benefit of any other entity or make any loans or advances to any other entity;

(n) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(o) correct any known misunderstanding regarding its separate identity;

(p) maintain adequate capital in light of its contemplated business operations;

(q) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(r) be solvent and pay its debts from its assets as the same shall become due;

(s) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

(t) file its own tax returns;

(u) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the Corporation, not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Act, or any

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other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of hold of the note evidencing the loan secured by the Mortgage to enforce any rights of such holder against any guarantor or indemnitor of the loan secured by the Mortgage or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise;

(v) maintain an arms-length relationship with its affiliates, and not enter into any contract or agreement with any general partner, principal, member, manager or affiliate of the Corporation, or any affiliate of any such general partner, principal, manager or member, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate."

FOURTH: The foregoing amendments were adopted on November 18, 2002.

FIFTH: The foregoing amendments were approved by a majority of the stockholders of the Corporation. The number of votes cast for the amendments were sufficient for approval. There were no voting groups entitled to vote separately on the amendments.

IN WITNESS WHEREOF, STATESIDE CAPITAL GROUP, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its President this 18 day of November, 2002.

STATESIDE CAPITAL GROUP, INC., a  
Florida corporation

By:   
Norman S. Weinstein, President

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