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**CEEBRAID WINTER PARK CORPORATION**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
CEEBRAID WINTER PARK CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Ceebraid Winter Park Corporation (the "Corporation").

**SECOND:** The following amendment to the Articles of Incorporation was adopted by the Stockholders of the Corporation (the number of votes cast being sufficient for approval) and the Directors of the Corporation by a Joint Written Consent of Directors and Stockholders of the Corporation in Lieu of a Special Meeting, dated as of February 23, 2007, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

Section B of ARTICLE III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

"B. The Corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to operate and maintain the Property. For so long as any mortgage lien in favor of UBS Real Estate Investments Inc., its successors and assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Partnership remains mortgagor of the Property, the Corporation shall not cause the Partnership to dissolve. The Corporation shall not and shall not cause the Partnership to 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 or the Partnership) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Corporation or the Partnership 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 III and in Article X, and (c) shall expressly assume the due and punctual performance of the Partnership's obligations; and (ii) 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 or the Partnership and be continuing. For so long as a mortgage lien exists on any portion of the Property, the Corporation shall not voluntarily commence a case with respect to itself or cause the

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Partnership to 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 of the Corporation. For so long as a mortgage lien exists on any portion of the Property, no material amendment to the Corporation's Articles of Incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property, or, after the securitization of the loan, only if the Partnership receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the mortgagee holding the First Mortgage."

THIRD: All references in the Articles of Incorporation of the Corporation, as amended, to the term First Mortgage shall hereinafter be given the meaning as prescribed in Section B of ARTICLE III above.

FOURTH: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 23 day of February, 2007.

**CEEBRAID WINTER PARK CORPORATION,**  
a Florida corporation

By: 

Adam Schlesinger, President

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