

P96000064694

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Millennium 1 &  
Sarasota, Inc.

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-04/28/99--01041--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

99 APR 28 AM 10:29  
DIVISION OF CORPORATION

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- ☒ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

FILED  
99 APR 29 AM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
38

4/29/99

Signature

Requested by JS 4/28/99 9:39  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

RECEIVED  
99 APR 29 AM 10:38  
DIVISION OF CORPORATION

April 28, 1999

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: MILLENNIUM 1 OF SARASOTA, INC.  
Ref. Number: P96000064694

We have received your document for MILLENNIUM 1 OF SARASOTA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 699A00022651

Corrected

ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

MILLENNIUM 1 OF SARASOTA, INC.,

Florida Corporation

FILED

99 APR 29 AM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the Articles of Incorporation of the above named corporation are amended as follows:

Article II shall be deleted in its entirety and the following shall be inserted as the new Article II:

ARTICLE II

PURPOSE

Notwithstanding any provision hereof to the contrary, 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 own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the property located at 2023, 2039, 2049, 2059, 2065, 2067 and 2095 Hillview Street, Sarasota, FL 342 (the "Property").

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

The following Articles are added to the Articles of Incorporation:

ARTICLE XII

CERTAIN PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary, if any indebtedness to the corporation to First Union Bank or its successors or assigns is outstanding (such indebtedness, the "First Mortgage") the corporation shall not: (1) incur, assume, or guaranty any other indebtedness other than (a) the First Mortgage: and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not more than 60 days past due; (2) dissolve or liquidate, or consolidate or merge with

or into any other Person or convey or transfer its properties substantially as an entirety to any Person; (3) 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; or (4) amend this certificate of incorporation without first obtaining approval of First Union National Bank or its successors or assigns.

#### ARTICLE XIII

##### INDEMNIFICATION

Notwithstanding any provision hereof to the contrary, any and all obligation of the corporation to indemnify its directors and officers shall be fully subordinated the First Mortgage and, so long as the First Mortgage is outstanding, shall not constitute a claim against the corporation.

#### ARTICLE XIV

##### SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these articles of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any other Person 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 any Person.

3. Its Board of Directors shall hold appropriate meeting (or act by unanimous consent) to authorize all appropriate corporate actions.

4. It shall observe all corporate formalities.

5. It shall not commingle assets with those of any other Person.

6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from any other Person.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any other Person.
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 Person, or hold out its credit as being available to satisfy the obligations of others.
11. It shall use stationery, invoices and checks separate from any other Person.
12. It shall not pledge its assets for the benefit of any other Person.
13. It shall not acquire obligations or securities of any other Person.
14. It shall not make loans to any other Person.
15. It shall correct any known misunderstanding regarding its separate identity.
16. It shall maintain adequate capital in light of its contemplated business operations.
17. It shall hold itself out as an entity separate from any other Person.
18. It shall file its tax returns separate from those of any other Person.

#### ARTICLE XV

##### DEFINITIONS

For purpose of these Articles of Incorporation, the following terms shall have the following meanings:

"Affiliate" means any Person other than the Corporation (i) which owns beneficially, directly or indirectly through one or more intermediaries, more than ten percent (10%) of the outstanding shares of the Common Stock, or which is otherwise in control of the Corporation whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the

outstanding voting securities are owned beneficially, directly or indirectly, by and Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

"Parent" means, with respect to a corporation, any other Person owning 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, government or any agency or political subdivision thereof or any other entity.

#### ARTICLE XVI

##### VOTING

Notwithstanding any provision hereof to the contrary, when voting on matters concerning the Corporation, notwithstanding that the corporation is not then insolvent, the corporation's directors, shall take into account the interests of the corporation's creditors.

#### ARTICLE XVII

##### CONFLICT BETWEEN THE ARTICLES OF INCORPORATION AND THE BYLAWS

If any provisions of these articles of incorporation conflicts with any provisions of the bylaws these articles of incorporation shall govern.

The remaining Articles of the Articles of Incorporation shall remain unchanged, unaltered and in full force and effect.

The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 27 day of April, 1999.

  
DIKRAN V. SIMZIDIAN, President/Director

ACKNOWLEDGMENT

I HEREBY CERTIFY that on this day, before me, Personally appeared DIKRAN V. SIMIDIAN, as President and Director of MILLENNIUM 1 OF SARASOTA, INC., a Florida corporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



Stephanie A. Reinicke  
MY COMMISSION # CC501001 EXPIRES  
December 16, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.