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ORDER NO. : 199753-005

CUSTOMER NO: 10808A

CUSTOMER: Ronald G. Baker, Esq
Russo & Baker, P.a.
Suite 301
4675 Ponce De Leon Boulevard
Coral Gables, FL 33146

Amended
200002835162--3

DOMESTIC AMENDMENT FILING

NAME: C W S CAPITAL MANAGEMENT IV,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 APR -9 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -9 PM 3:08
DIVISION OF CORPORATIONS

4/12/99

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C W S CAPITAL MANAGEMENT IV, INC.

99 APR -9 PM 3:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned president and secretary of C W S Capital Management IV, Inc., files this Amendment to Articles of Incorporation.

1. The name of the corporation is:

C W S CAPITAL MANAGEMENT IV, INC.

2. Article II of the Articles of Incorporation is hereby revoked and the following new Article II is hereby substituted in lieu thereof.

ARTICLE II

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

- (a) to acquire a general partnership interest in and act as the general partner of 6625 MIAMI LAKES DRIVE PARTNERS, LTD., (the "Partnership"), which is engaged solely in the ownership, operation and management of a real estate project known as NATIONS BANK OFFICE BUILDING located in Miami Lakes, FL, (the "Property"), pursuant to an in accordance with these Articles of Incorporation and the 6625 MIAMI LAKES DRIVE PARTNERS, LTD, Limited Partnership Agreement;
- (b) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

3. The following new Article XIII is hereby added:

ARTICLE XIII

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:

- (a) engage in any business or activity other than those set forth in Article II or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

- (b) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness in favor of COLUMN FINANCIAL INC., incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;
- (c) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (d) dissolve or liquidate, in whole or in part;
- (e) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (f) 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;
- (g) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (h) with respect to the Corporation or the Partnership, 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 the Partnership or a substantial part of property of the Corporation or the Partnership, 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;
- (i) amend the Articles of Incorporation or the Bylaws of the Corporation or approve an amendment to the Limited Partnership Agreement governing the Partnership; or
- (j) withdraw as general partner of the Partnership.

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 (a) through (g) and items (I) and (j).

4. The following new Article XIV is hereby added:

ARTICLE XIV

The Corporation shall:

maintain books and records and bank accounts separate

from those of any other person;

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

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

hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporation formalities.

The Corporation shall not:

(aa) commingle its assets or funds with those of any other person; or

(bb) guarantee or pay the debts or obligations of any other person.

5. The amendments to the Article of Incorporation were approved on April 1, 1999.

6. The amendments to the Article of Incorporation were unanimously approved by all shareholders and directors.

IN WITNESS WHEREOF, the undersigned President and Secretary of C W S CAPITAL MANAGEMENT IV, INC., have executed these Articles of Amendment this 6th day of April, 1999.

C W S CAPITAL MANAGEMENT IV, INC.

By: David F. Cox, Jr.
David F. Cox, Jr., President

Jay S. R.
, Secretary