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A Professional Association

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P96000074933

April 29, 1998

FEDERAL EXPRESS
Tracking No.: 5308066890

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: 440 East Sample Road, Inc.
File No.: 98-112

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the First Amendment to Articles of Incorporation for the above-referenced corporation. Also find enclosed Michelle C. Frigola, P.A., Escrow Account check number 1338 in the amount of Thirty Five Dollars (\$35.00) representing your costs for filing the amendment to the Articles of Incorporation.

Please return the filed First Amendment to Articles of Incorporation via Federal Express, using the enclosed pre-addressed FedEx Airbill and envelope.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Michelle Frigola, P.A.
AUTHORIZATION BY PHONE TO

CORRECT

DATE

BY EXAM

Very truly yours,

Michelle C. Frigola

MCF/hf
Encls.(w/check no. 1338)
cc: 440 East Sample Road, Inc.

98 APR 30 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Please Reply To:
Lighthouse Pt.

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-04/30/98-01084-005
*****35.00 *****35.00

AM
57

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
440 EAST SAMPLE ROAD, INC.

The undersigned subscriber to these Articles of Amendment, natural person, competent to contract, hereby amends the Articles of Incorporation filed on September 9, 1996, and assigned document number P96000074933.

98 APR 30 AM 10:49
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AMENDMENT TO ARTICLE V

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

(I) The acquisition, ownership, operation and management of the real estate project known as the Arbour Building located in Pompano Beach, Broward County, Florida ("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 Corporation Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

The date of adoption of this Amendment was April 27, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

AMENDMENT TO ADD ARTICLE XIII

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage ("Mortgage") remain outstanding and not paid in full, 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 V;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein 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 entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, 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 Articles V, XIII and XIV of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (I) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

The date of adoption of this Amendment was April 27, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

AMENDMENT TO ADD ARTICLE XIV

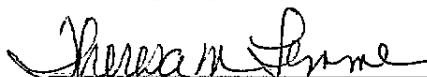
The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its bank accounts and all its other assets separate from those of any other person or entity;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other Board of Director formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business and affiliates on an arm's length basis and to enter into transactions with affiliates on a commercially reasonable basis;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (I) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;

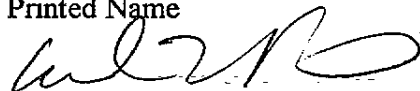
- (k) pay its own liabilities and expenses only out of its own funds;
- (l) pay salaries of its own employees from its own funds;
- (m) maintain sufficient number of employees in light of its contemplated business operations;
- (n) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (q) not pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;
- (r) correct any known misunderstanding regarding its separate identity;
- (s) not identify itself as a division of any other person or entity; and
- (t) maintain adequate capital in light of its contemplated business operations.

The date of adoption of this Amendment was April 27, 1998, and the Amendment was done by the Board of Directors without shareholder action and shareholder action was not required.

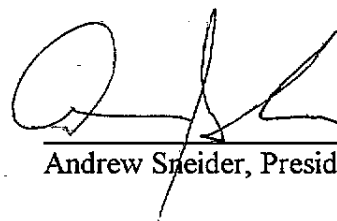
WITNESSES:


Signature

Theresa M. Lemme
Printed Name


Signature

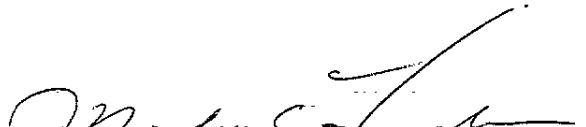
Edmond L. Pring
Printed Name


Andrew Sneider, President / Director

STATE OF FLORIDA)

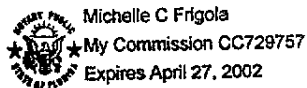
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public, duly authorized in the State of Florida and County named above to take acknowledgments, personally appeared, **Andrew Sneider**, as President and Director to be known as the person described in, as subscriber, and who executed the foregoing First Amendment to Articles of Incorporation and who acknowledged before me that he subscribed to these First Amendment to Articles of Incorporation.


Notary Public, State of Florida

Michelle C. Frigola
Printed Name

My Commission Expires:



Personally known _____
or Produced Identification ✓

Type of Identification Produced FLORIDA DRIVER'S LICENSE