



THE UNITED STATES
CORPORATION
COMPANY

996000082614

ACCOUNT NO. : 072100000032

REFERENCE : 288561 10463A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1997

ORDER TIME : 8:28 AM

ORDER NO. : 288561-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Chernay Norris
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC AMENDMENT FILING

NAME: BLUE LAKE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N HENDRICKS MAR 11 1997

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

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97 MAR 11 PM 3:22
DIVISION OF CORPORATION

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BLUE LAKE, INC.

FILED
97 MAR 11 PM 3:22
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of BLUE LAKE BY SGS/STOLTZ BROS., INC., a Florida corporation, filed in Tallahassee, Florida, and First Articles of Amendment filed wherein the corporation changed its name to BLUE LAKE, INC., be and they hereby are amended in the following particulars:

1. Article SIXTH be and it hereby is added to read as follows:

SPECIAL PROVISIONS REQUIRED BY LENDER

6.1 Lender's Required Provisions. Notwithstanding any provision herein, during the period of time in which Credit Suisse First Boston Mortgage Capital LLC holds a mortgage debt on the Property, the Corporation must comply with the following requirements:

6.1.1 The purpose of the Corporation shall be to serving as general partner of Blue Lake, Ltd., a Florida limited partnership ("Partnership") engaging in activities incidental thereto.

6.1.2 The Corporation shall not incur debt of any kind (except in its capacity as general partner of the Partnership.)

6.1.3 The Corporation must have an Independent Director (as hereinafter defined in Paragraph 6.1.9).

6.1.4 A unanimous vote of the board of directors (which will require the consent of the aforementioned Independent Director) is required for the Corporation to: (i) take any Bankruptcy Action (as hereinafter defined in Paragraph 6.1.8 below); (ii) dissolve, liquidate, consolidate, merge or sell all or substantially all of the Corporation's assets; (iii) maintain books and records other than separately from any other person or entity; (iv) amend the articles of incorporation or to recommend that the shareholders amend the articles of incorporation. The Independent Director shall have no right to vote on any other matters other than described in this paragraph 6.1.4.

6.1.5 The Corporation shall: (i) not commingle assets with those of any other entity and hold its assets in its own name; (ii) conduct its own business in its own name; (iii) maintain separate bank accounts, books, records and financial statements; (iv) maintain its books, records, resolutions and agreements as official records; (v) pay its own liabilities out of its own funds;

(vi) maintain adequate capital in light of contemplated business operations; (vii) observe all corporate or other organizational formalities; (viii) maintain an arm's length relationship with affiliates; (ix) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations; (x) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others; (xi) not acquire obligations or securities of affiliates; (xii) not make loans to any other person or entity; (xiii) allocate fairly and reasonably any overhead for shared office space; (xiv) use separate stationery, invoices, and checks; (xv) not pledge its assets for the benefit of any other entity; (xvi) hold itself out as a separate entity and not fail to correct any known misunderstanding regarding its separate entity; and (xvii) not identify itself or any of its affiliates as a division or part of the other.

6.1.6 The Corporation's obligation to indemnify its directors and officers, if any, is fully subordinated to the mortgage debt and shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of the mortgage debt is insufficient to pay such obligations.

6.1.7 The directors must consider the interests of creditors in connection with all corporate actions.

6.1.8 For purposes of this Article SIXTH, Bankruptcy Action means: (i) taking any action that might cause the Corporation to become insolvent; or (ii) (a) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors; (b) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent; (c) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation; (d) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy; (e) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or similar official for the Corporation or a substantial portion of its properties; (f) making any assignment for the benefit of the Corporation's creditors; or (g) taking any action in furtherance of any of the foregoing.

6.1.9 For purposes of this Article SIXTH, Independent Director shall mean a director who is not at the time of initial appointment, has not been at any time during the preceding five (5) years, and shall not at any time during its tenure, be: (a) a shareholder, director, officer, employee or partner of the Corporation, Partnership or any affiliate of either of them; (b) a customer of, or supplier to, the Corporation, Partnership or any

affiliate of either of them; (c) a person or other entity controlling or under common control with any such stockholder, partner, customer or supplier; or (d) a member of the immediate family of any such shareholder, director, officer, employee, partner, customer or supplier. (As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise).

2. All remaining provisions of the original Articles of Incorporation shall remain unchanged.

3. The foregoing amendments to the articles of incorporation of the corporation were adopted on February 10, 1997.

4. Prior to the issuance of shares, the amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

DATED this 28th day of February, 1997.


MICHAEL D. MASANOFF, Incorporator
and Director

P96000083390



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 3, 1997

Manuel Rivas
3242 S.W. 141 Ave.
Miami, FL 33175

SUBJECT: DEPENDABLE WAREHOUSING & DISTRIBUTION, INC.
Ref. Number: P96000083390

The document for DEPENDABLE WAREHOUSING & DISTRIBUTION, INC. was filed on February 28, 1997. However, your check for \$52.50 was not sufficient to cover the certification you requested.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

Should you have any questions concerning the fees, please refer to the attached fee schedule.

Steven Harris
Division of Corporations

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*****35.00 *****35.00

*Additional money
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