

FROM HILL WARD HENDERSON

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NAME: THREE VILLAGE ROAD, INC.

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Amendment
DC
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THREE VILLAGE ROAD, INC.**

WHEREAS, the Articles of Incorporation of THREE VILLAGE ROAD, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 15th day of October, 1996;

WHEREAS, it is the intention of the sole director and the sole stockholder of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of the sole director and the sole stockholder of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 1st day of October, 1997;

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended as follows:

Delete, in its entirety the present Article IV and substitute therefor the following:

"ARTICLE IV

Purposes

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:

- (a) To acquire, own and hold certain real property together with all improvements located thereon, in the City of Weston, County of Broward, State of Florida (the "Property").

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(b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

(c) To transact any and all lawful business for which a Corporation may be incorporated under the laws of the State of Florida that is incident and necessary or appropriate to the foregoing. "

Add the following Articles:

"ARTICLE IX

Actions Requiring Unanimous Vote

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by a certain Consolidated, Amended and Restated Mortgage and Security Agreement entered into by the Corporation in favor of First Union National Bank (the "Mortgage") has been discharged, the Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, do any of the following:

- (a) amend, alter, change or repeal any provision of these Articles of Incorporation or Bylaws (or any successor provisions thereto, however designated) altered, changed or repealed; provided, however, that so long as the Mortgage shall be in effect the Corporation shall not amend, alter, change or repeal any provision of these Articles of Incorporation or Bylaws under any circumstances;
- (b) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, so long as the Mortgage shall be in effect;
- (c) engage in any business or activity other than as set forth in these Articles of Incorporation or Bylaws (or any successor provision thereto, however designated);
- (d) sell, transfer, exchange, convey, encumber or otherwise dispose of any or all of the Corporation's right, title or interest in the Property;

(e) file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§101, *et. seq.*) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all of any substantial part of the properties and assets of the Corporation, or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action.

ARTICLE X

Prohibited Actions

(a) The Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person, (ii) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person, (iii) acquire obligations or securities of, or make loans or advances to, any affiliate.

(b) The Corporation shall not amend, alter, change or repeal any provision contained in these Articles of Incorporation or Bylaws, or add or insert any other provisions herein except in accordance with the terms and provisions of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation or Bylaws in its present form or as amended are granted subject to the rights reserved in this Paragraph.

FROM HILL WARD HENDERSON
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ARTICLE XI

Indemnification

Any indemnification that the Corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in effect."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 1st day of October, 1997.

THREE VILLAGE ROAD, INC.


Bret Boyd, President