

HOLLAND & KNIGHT

P96000087080

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

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****175.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PLC Cove Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 23 PM 1:56

FILED

97 JAN 23 AM 9:49

RECEIVED

DIVISION OF CORPORATION

N. HENDRICKS JAN 23 1997

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PLC COVE, INC.**

FILED
97 JAN 23 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of PLC COVE, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is PLC COVE, INC.

SECOND: Article II of the Articles of Incorporation is amended in its entirety to read as follows:

"Article II

The Corporation's business and purpose shall consist solely of being the sole general partner of KENDALL COVE, LTD, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as the sole general partner of the Partnership, the Corporation may engage in any or all lawful businesses and activities permitted under the laws of the State of Florida and the United States which are incidental or reasonably related to its obligations as the sole general partner of the Partnership.

Notwithstanding the foregoing or any other provision of these Articles, and any provision of law that otherwise so empowers the Corporation, and so long as any obligations of the Partnership or the Corporation in favor of the Federal National Mortgage Association, a United States governmental agency (the "Lender") remain outstanding and not paid in full, the Corporation shall not, without the written consent of the Lender, do any of the following:


- A. engage in any business or activity except as permitted by this Article, permit the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement of the Partnership (the "Partnership Agreement") or amend the Partnership Agreement to change the purpose of the Partnership;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Partnership to the Lender and indebtedness

permitted therein (including without limitation any cross-collateralized indebtedness) and normal trade accounts payable in the ordinary course of business;

- C. dissolve or liquidate in whole or in part;
- D. 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;
- E. institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal, state, foreign or other law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or for a substantial part of the 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 any corporate action in furtherance of any such action; or
- F. amend this Article II of these Articles of Incorporation."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on January 16, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 16 day of January, 1997.

 **PRESIDENT**
PAUL A. CETAS, President of
PLC Cove, Inc.