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OFFICE USE ONLY

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-01/02/97-01026--002
****210.00 *****96.25

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

1. ACP-Tampa Bay, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3:00
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☒ Certificate of Status

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

FILED
97 JAN -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -2 4
DIVISION OF CORP

N HENDRICKS JAN - 2 1997

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ACP-TAMPA BAY, INC.

FILED
97 JAN -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the Corporation is ACP-TAMPA BAY, INC.

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

ARTICLE IV. NATURE AND PURPOSE OF BUSINESS

The Corporation's business and purpose shall consist solely of being the managing general partner of ACP-Tampa Bay, Limited Partnership, a Florida limited partnership (the "Partnership"). In accordance with its responsibilities as managing 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 managing general partner of the Partnership.


THIRD: A new Article X is hereby added to the Articles of Incorporation and shall read as follows:

ARTICLE X. OBLIGATIONS TO ALI, INC.

Notwithstanding anything in these Articles of Incorporation to the contrary, no actions permitted hereunder or under the By-Laws of the Corporation (or otherwise permitted under Florida law), but prohibited under the Loan Documents (as defined in that certain Loan Agreement among, other parties, ACP-Tampa Bay, Limited Partnership and Ali Inc., a Delaware corporation) shall be taken without the prior written consent of Ali Inc., including, without limitation, the following actions: amending the Articles of Incorporation, transferring or consenting to the transfer of any interest in the Corporation (except as permitted under the Loan Documents), transferring or encumbering property of the Corporation and distributing income or assets of the Corporation to its shareholders during a default under the Loan Documents. Any actions taken by the Corporation, or its Shareholders, prohibited under the Loan Documents shall be null and void and of no force and effect.

FOURTH: The foregoing amendments were 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 December 27, 1996.

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed this instrument this 27th day of December, 1996.


Allen de Olazarra, Vice President
of ACP-Tampa Bay Inc.