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CONTACT: REBECCA F BLACK
PHONE: (407)833-7700 FAX #: (407)655-8719

NAME: 1650 DUNLAWTON AVENUE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

1650 DUNLAWTON AVENUE, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is 1650 Dunlawton Avenue, Inc.

Second: The following provisions of the Articles of Incorporation of 1650 Dunlawton Avenue, Inc., a Florida Corporation, filed with the Secretary of State on December 4, 1996 and first amended January 3, 1997 are hereby amended as follows:

Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is amended to read as follows:

"ARTICLE II. NATURE OF BUSINESS

This Corporation is a Special Purpose Corporation and the purpose for which it organized is limited solely to (A) being the Managing Member of 1650 Dunlawton Avenue, L.C. (hereinafter referred to as the "Borrower"), (B) acting as, and exercising all of the authority of, the Managing Member of the Borrower, and (C) the transacting of any and all lawful business for which a corporation may be organized under the laws of the United States, the State of Florida or any other state, country, territory or nation."

The following Articles are added to the Articles of Incorporation of the Corporation following Article X and made a part thereof:

"ARTICLE XI. RESTRICTIONS ON AUTHORITY

1. The Corporation is prohibited from incurring indebtedness, except as it is liable for the Borrower's indebtedness in its capacity as Managing Member of the Borrower.

2. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Mortgage Loan is outstanding, and from causing the Borrower to do any of the foregoing for as long as the Mortgage Loan is outstanding.

3. The Corporation is required to continue serving in the capacity of Managing Member of the Borrower, so long as the Loan is outstanding."

FAX AUDIT #H9600000651
Gregory E. Young
Florida Bar No. 876800
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700

FAX AUDIT #H9700000651

"ARTICLE XII SEPARATENESS COVENANTS"

1. The Corporation shall:
 - a. Maintain the books and records of the Corporation separate from any other person or entity;
 - b. Maintain its bank accounts separate from any other person or entity;
 - c. Not commingle its assets with those of any other person or entity and shall hold all of its assets in its own name;
 - d. Conduct its own business in its own name;
 - e. Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
 - f. Pay its own liabilities and expenses only out of its own funds;
 - g. As appropriate for the organizational structure of the Borrower, to observe all limited liability company and other organizational formalities;
 - h. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
 - i. Pay the salaries of its own employees from its own funds;
 - j. Maintain a sufficient number of employees in light of its contemplated business operations;
 - k. Not guarantee or become obligated for the debts of any other entity or person;
 - l. Not hold out its credit as being available to satisfy the obligations of any other person or entity;
 - m. Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - n. Not make loans to any other person or entity or buy to hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);

- o. Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- p. Use separate stationery, invoices, and checks bearing its own name;
- q. Not pledge its assets for the benefit of any other person or entity;
- r. Hold itself out as a separate identity;
- s. Correct any known misunderstanding regarding its separate identity;
- t. Not identify itself as a division of any other person or entity; and
- u. Maintain adequate capital in light of its contemplated business operations."

"ARTICLE XIII. RESTRICTIONS ON BOARD OF DIRECTORS

A unanimous consent of all of the members of the Board of Directors is required for the Corporation to, and for the Corporation to cause the Borrower to:

- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
- c. Make any assignment for the benefit of the Corporation's creditors; or
- d. Take any action in furtherance of the foregoing."

"ARTICLE IX. AMENDMENTS

The Corporation is prohibited from amending the provision specified in Articles XI through XIII above without the consent of the Lender, or after the securitization of the Loan, only if the Borrower received (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

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All capitalized terms used and not defined herein shall have the respective meanings ascribed to them in the Loan Document which Borrower and the Corporation are parties to."

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 10th day of January, 1997, by written consent of the sole Director of the Corporation and Shareholder vote was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the 10th day of January, 1997, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

1650 Dunlawton Avenue, Inc.

By:  _____
Gregory E. Young, Director