



P97000015407

ACCOUNT NO. : 072100000032

REFERENCE : 491372 7214815

AUTHORIZATION

*Patricia Pigato*

COST LIMIT : \$ 43.75

FILED  
2002 MAR 25 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 25, 2002

ORDER TIME : 9:26 AM

ORDER NO. : 491372-005

CUSTOMER NO: 7214815

CUSTOMER: Ms. Linda F. Martin  
Foltz Martin Attorney At Law  
Suite 750  
Five Piedmond Center  
Atlanta, GA 30305-1509

RECEIVED  
02 MAR 25 AM 10:28  
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DOMESTIC AMENDMENT FILING

NAME: RCK FLAGLER, INC.

800005152718--4

EFFECTIVE DATE:

XX Articles of Amendment  
~~RESTATED ARTICLES OF INCORPORATION~~

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

C. Coulllette MAR 25 2002

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 25, 2002

**RESUBMIT**

Please give original  
submission date as file date.

CSC  
ATTN: DARLENE  
TALLAHASSEE, FL

SUBJECT: RCK FLAGLER, INC.  
Ref. Number: P97000015407

We have received your document for RCK FLAGLER, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: 43.75

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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Letter Number: 802A00017652

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02 MAR 25 PM 3:21  
DIVISION OF STATE  
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TALLAHASSEE, FL 32314

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
RCK FLAGLER, INC.**

**FILED  
2002 MAR 25 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**I.**

The name of the corporation is RCK Flagler, Inc.

**II.**

The original filing date of the Restated Articles of the Incorporation of RCK Flagler, Inc., was July 14, 1998.

**III.**

Article VII of the Restated Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

“The number of directors constituting the Board of Directors is one (1) and the name and address of the person who is to serve as director fro the date of filing of this Amendment until the next annual meeting of the shareholders or until his successor is elected and qualified is:

NAME

ADDRESS

Richard C. Kessler

7380 Sand Lake Road, Suite 120  
Orlando, Florida 32819”

**IV.**

Paragraph (a) of Article X of the Restated Articles of Incorporation is hereby deleted in its entirety and the remaining paragraphs renumbered accordingly.

V.

Paragraph (i) of Article X of the Restated Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

“(i) Except as required by Credit Lyonnais New York Branch, a banking corporation organized under the laws of the Republic of France, or its successors or assigns (collectively, the “Lender”), the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any entity, other than the Partnership, or pledge its assets for the benefit of any other entity other than the Partnership, nor shall it make any loan, except as permitted in the Limited Partnership Agreement.”

VI.

The last paragraph of Article X of the Restated Articles of Incorporation is hereby deleted in its entirety.

VII.

The following phrase in Article XI of the Restated Articles of Incorporation is hereby deleted:

“including the affirmative vote of the Independent Director (and no such vote shall be effective unless at least one member of the Board of Directors is an Independent Director),”

VIII.

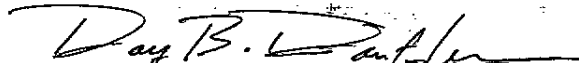
The date of adoption/authorization of this document is March 20, 2002.  
The amendments herein shall be deemed to be effective as of March 20, 2002.

IX.

This Amendment was duly recommended by the Directors of the Corporation to the Shareholders of the Corporation and was unanimously approved by the shareholder. The number of votes cast for the amendment was sufficient for approval.

The Articles are being amended under Section 607.1006, Florida Business Corporation act.

**IN WITNESS WHEREOF**, the undersigned has executed this First Amendment to the Restated Articles of Incorporation on this 20th day of March, 2002.

  
Day B. Dantzler, Vice President