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NAME: RCP SARASOTA, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
RCP SARASOTA, INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1006, Florida Statutes, the undersigned corporation, RCP SARASOTA, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

1. Name of the Corporation. The name of the Corporation is RCP Sarasota, Inc.
2. Text of the Amendment. The amendment is to amend paragraphs 1, 3(j) and 3(o) of Article XIV. Accordingly, Article XIV of the Articles of Incorporation is amended in its entirety to read as follows:

**XIV
Regulation of Internal Affairs of Corporation**

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote (or written consent in lieu thereof) of the Board of Directors is required to take on its own behalf, or cause the Partnership to take, any of the following actions:

- (a) causing the Corporation or the Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future laws of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent;
- (d) consent to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Partnership of its debts under any federal or state law relating to bankruptcy;

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- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of the properties of the Corporation or the Partnership;
- (g) making any assignment for the benefit of the Corporation's or the Partnership's creditors; or
- (h) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

2. For so long as that certain loan between Lehman Brothers Holdings, Inc. ("Lender") and the Partnership (the "Loan") is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article III of these Articles of Incorporation;
- (c) withdraw as a partner of the Partnership;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets, or cause the Partnership to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Partnership's assets; or
- (e) transfer its interest or a portion thereof in the Partnership, except as expressly permitted by Lender.

3. The Corporation shall, and the Corporation shall require the Partnership to:

- (a) not commingle its assets with those of any other entity hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;

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- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity (other than the Partnership) or hold out its credit as being available to satisfy the obligations of others (other than the Partnership);
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity (other than the Partnership);
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

3. Date of Adoption. The Amendment was adopted March 27, 1997.

4. Manner of Adoption. The Amendment was adopted by the written consent of the sole member of the Board of Directors and by the sole shareholder of the Corporation. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the Vice President of the Corporation has signed these Articles of Amendment as of March 27, 1997.

RCP SARASOTA, INC.

By: 

Andrew M. Drogen, Vice President

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