

P97000037852



ACCOUNT NO. : 072100000032

REFERENCE : 360700 8739A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 35.00

ORDER DATE : May 9, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 360700-005

CUSTOMER NO: 8739A

8000002173448--0

CUSTOMER: Jonathan Shepard, Esq
Siegel Lipman Dunay & Shepard,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC AMENDMENT FILING

NAME: EDC POMPANO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 MAY -9 PH 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -9 PH 12:08
DIVISION OF CORPORATION
5114
W.C. Earnest



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1997

CSC
W. CHARLES EARNEST
TALLAHASSEE, FL

SUBJECT: EDC POMPANO, INC.
Ref. Number: P97000037852

RESUBMIT

Please give original
submission date as file date.

We have received your document for EDC POMPANO, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The first sentence states "the undersigned being the President...", it appears that the "undersigned" is actually the incorporator --- please correct the first sentence unless Mr. Shepard is the president of this entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00024976

RECEIVED
MAY 14 PM 1:08
DIVISION OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EDC POMPANO, INC.

FILED

97 MAY -9 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the ^{Incorporator} of EDC Pompano, Inc., a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of EDC Pompano, Inc., a Florida corporation, on behalf of the Corporation, and further states as follows:

1. Article III is amended in its entirety to read as follows:

"ARTICLE III.

The purpose for which the corporation is organized, subject to the provisions of Section 607.0202 of the Florida Business Corporation Act and Article X hereof, is to acquire, manage, own and hold the General Partner interest in EDC Pompano Square Ltd (the "Partnership"), a limited partnership, and to act as the General Partner in such Partnership with all of the rights, powers, obligations and liabilities of General Partner under the Limited Partnership Agreement of such Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same."

2. Article VII is amended in its entirety to read as follows:

"ARTICLE VII.

The number of directors constituting the Board of Directors is three (3), and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Dennis Bass	30846 Broad Beach Road Malibu, CA 90265
Darla Bass	30846 Broad Beach Road Malibu, CA 90265
Harri Keto	228 West Main Street Tustin, CA 92680

Additionally, there shall at all times be an "Independent Director" as set forth in Article X, below."

3. Article X is amended by substituting the month "May" for the month "April" in the fourth line of the introductory paragraph of Article X.

4. The foregoing amendments were adopted by the Incorporator on May 5, 1997. Pursuant to Florida Statutes §607.1005 shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Amendment to the Articles of Incorporation on May 5, 1997, all in accordance with Section 607.1006, Florida Statutes.

EDC POMPANO, INC.,
a Florida corporation

By: _____


Jonathan L. Shepard