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NAME: OCOEE DEVELOPMENT, INC.

AUDIT NUMBER.....H97000014119

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Amendment

08/27/97

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FAX AUDIT NO. H97000014119

ARTICLES OF AMENDMENT OF
OCOEE DEVELOPMENT, INC.

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1. The name of the Corporation is OCOEE DEVELOPMENT, INC., a Florida corporation (the "Corporation").

2. Article II of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is formed is solely to act as general partner of an entity whose sole purpose is and will be to acquire, own, finance, construct, lease and/or operate a commercial facility on real estate in Orange County, Florida, substantially as described on Exhibit A attached hereto and incorporated herein by reference. The corporation may not engage in any business or activity unrelated to the above-described purposes.

The following are additional limitations on the purpose of the Corporation:

The Corporation has not and will not engage in any business unrelated to the purpose set forth herein.

The Corporation has not and will not have any assets other than those related to the assets necessary for the ownership and operation of the property set forth herein.

The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of partnership or membership interest, or amendment of its limited partnership agreement, articles of incorporation, articles of organization, certificate of formation or operating agreement, as applicable.

Prepared by: Donna E. Miller, Esquire
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FAX AUDIT NO. H97000014119

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The Corporation will at all times have at least one independent director.

The Corporation will not cause or allow the board of directors of the Corporation to take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless an independent director shall have participated in such a vote.

The Corporation, without the unanimous consent of all of the members, shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets or other entity in which it has a direct or indirect legal or beneficial ownership interest, engage in any other business activity, or amend its organizational documents.

The Corporation shall not allow Ocoee Properties Limited Partnership to incur any indebtedness other than the indebtedness permitted by certain loan documents evidencing a loan from Bankers Trust Company (the "Loan").

The Corporation will not fail to correct any known misunderstanding regarding the separate identity of such entity.

The Corporation will maintain its accounts, books and records separate from any other person or entity.

The Corporation will maintain its books, records, resolutions and agreements as official records.

The Corporation will not commingle its funds or assets with those of any other entity and will hold its assets in its own name.

The Corporation will conduct its business in its own name.

The Corporation will maintain its financial statements, accounting records and other entity documents separate from any other person or entity.

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The Corporation will pay its own liabilities out of its own funds and assets.

The Corporation will observe all Corporation formalities, as applicable.

The Corporation will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Loan documents.

The Corporation will not acquire obligations or securities of its members.

The Corporation will allocate fairly and reasonably any overhead for shared office space and will use separate stationery, invoices and checks.

The Corporation will not pledge its assets for the benefit of any other person or entity other than as provided in the Loan documents.

The Corporation will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

The Corporation will not make loans to any person or entity except as provided in the Loan documents.

The Corporation will not identify its members or any affiliates of either of them as a division or part of it.

The Corporation will not enter into or be a party to, any transaction with its members or its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party.

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3. The foregoing amendment was unanimously adopted by the sole Director and Stockholder of the Corporation eligible to vote by a Written Consent signed by him on August 26, 1997 manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 26th day of August, 1997.



CHARLES J. MILLER, President

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EXHIBIT A

Legal Description of Demised Premises

A portion of Lot 12 of the proposed plat of WEST OAKS MALL, being more particularly described as follows:

Commence at the South Quarter Corner of Section 21, Township 22 South, Range 28 East; thence N.89°21'46" E. along the South line of said Section 21 for 15.00 feet; thence N.00°00'27" E. a distance of 82.67 feet to the intersection of the North right-of way line of West Colonial Drive (SR 50) and the West line of Tract B4 of aforesaid proposed plat; thence continue N.00°00'27" E. along said West line, a distance of 105.00 feet to the Southwest corner of aforesaid Lot 12 of the proposed plat, thence N.89°46'48" E. along the South line of said Lot 12 for 522.92 feet to the Point of Beginning; thence N.00°13'12" W. for 48.48 feet; thence N.89°46'48" E. for 25.50 feet; thence N.00°13'12" W. for 126.00 feet; thence S.89°46'48" W. for 120.00 feet; thence N.00°13'12" W. for 211.03 feet to a point on the North line of said Lot 12, said point being on a curve concave to the Northwest, having a radius of 751.00 feet, and a chord bearing of N.78°12'03" E.; thence Northeasterly along said North line and along the arc of said curve, through a central angle of 23°01'06", for 301.71 feet to the point of compound curvature of a curve concave to the Southwest, having a radius of 29.00 feet; thence Easterly along the arc of said curve through a central angle of 89°09'13" for 45.13 feet; thence S24°09'16" E. for 24.50 feet to the point of curvature of a curve concave to the West having a radius of 518.00; thence Southerly along the arc of said curve through a central angle of 23°56'05" for 216.39 feet to the point of tangency; thence S.00°13'12" E. for 64.71 feet, thence S.13°16'32" W for 51.42 feet; thence S.00°13'12" E. for 83.50 feet to aforesaid South line of Lot 12; thence S.89°46'48" W. along said South line, a distance of 279.45 feet to the Point of Beginning.

Containing 3.079 acres more or less.

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