

P97000060656

SHUTTS & BOWEN LLP

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 29 AM 8:36

November 28, 2001

Via Federal Express

Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800004698678-4
-11/29/01--01062--002
*****35.00 *****35.00

Re: Amendments to Ocoee Properties Limited Partnership and Ocoee Development, Inc.
and CJM-Tallahassee, L.L.C. and CJM-Tallahassee, Inc.

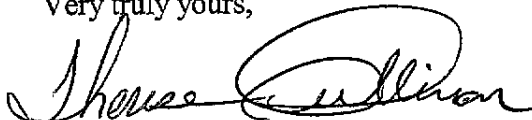
Dear Madam/Sir:

Enclosed are the following documents and our firm's checks to file the following:

1. Articles of Amend. to Articles of Inc. - Ocoee Development, Inc. - Check #150504 in the amount of \$35.00.
2. Amend. to Agreement of Limited Partnership - Ocoee Properties Limited Partnership - Check #150503 in the amount of \$52.50
3. Articles of Amend. to Articles of Organization - CJM Tallahassee, L.L.C. - Check #150506 in the amount of \$25.00.
4. Articles of Amend. to Articles of Incorporation - CJM-Tallahassee, Inc. - Check #150505 in the amount of \$35.00.

If you have any questions, please call me at (954) 847-3847.

Very truly yours,



Therese Cullinan, Assistant to
DONNA E. MILLER

Enclosures

cc: Mr. Chuck Miller (via facsimile w/out encls.)
Marshall J. Emas, Esq. (w/out encls.)

Amend

V SHEPARD DEC 5 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION, AS AMENDED
OF
OCOEE DEVELOPMENT, INC.
Document No. P97000060656**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation, as previously amended:

FIRST: Amendment(s) adopted:

ARTICLE I is hereby **amended** to reflect the Corporation's current address as follows:

1133 West Long Lake Road, Suite 202
Bloomfield Hills, MI 48302

ARTICLE II is hereby **amended** to **delete** the following limitations on the purpose of the Corporation:

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 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").

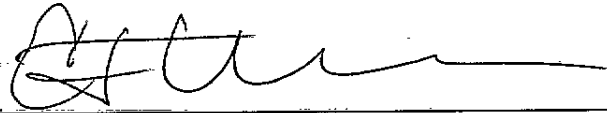
The Corporation will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Loan documents.

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

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

SECOND: The foregoing amendments were adopted by the sole Director and Stockholder of the Corporation on November 12, 2001 without shareholder action and shareholder action was not required.

Signed this 12 day of November, 2001.

A handwritten signature in black ink, appearing to read 'C. J. Miller', written over a horizontal line.

Chuck J. Miller, Sole Director