

Division of Corporations

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P970000 76187

Florida Department of State
Division of Corporations
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00 DEC -5 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MLOP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amendment

12/5/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 5, 2000

MLOP, INC.
9551 BAYMEADOWS RD
SUITE 4
JACKSONVILLE, FL 32256US

SUBJECT: MLOP, INC.
REF: P97000076187

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

THE DATE MUST BE COMPLETED ON PAGE 3, #3. ✓

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000063152
Letter Number: 200A00061402

Thank you!

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MLOP, INC.

FILED
00 DEC -5 PM 11:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

The undersigned, for the purpose of amending the Articles of Incorporation of **MLOP, Inc.**, a corporation for profit under the laws of Florida, submits the following Articles of Amendment:

1. **Name.** The name of the corporation is **MLOP, Inc.**, as assigned Document # P97000076187 on September 2, 1997.

2. **Text of Amendment.** Article III of the original Articles of Incorporation is deleted in its entirety and in lieu thereof shall be as follows:

The purpose for which the corporation is organized is solely to acquire, manage, lease, own and hold the Marsh Landing Office Park (1300 Building) (the "Project") located in Duval County, Florida, situate on certain real property as more particularly described on Exhibit "A" attached hereto and by this referenced incorporated herein and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same and shall not engage in unrelated business activities.

The corporation plans to obtain a loan from GMAC Commercial Mortgage Corporation (the "Lender" and shall also mean its successors or assigns) pursuant to a loan commitment dated November 9, 2000 (the "Loan"). During the term of the Loan the corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any other person or entity, including without limitation, as follows:

1. The corporation shall not engage in any business or activity other than those necessary to carry on in an ordinary course of business the acquisition, management, leasing, ownership and holding of the Project;
2. The corporation shall not engage in any dissolution, liquidation, consolidation, merger or asset sale or amendment to its organizational documents;
3. The corporation shall not incur any additional debt other than in the ordinary and normal course of business;

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4. The corporation shall remain qualified to do business under the applicable law of the State of Florida;
5. The corporation shall abide by the following separateness covenants and :
 - a. Maintain books and records separate from any other person or entity;
 - b. Maintain its accounts separate from those of any other person or entity;
 - c. Shall not commingle assets with those of any other entity;
 - d. Shall conduct its own business in its own name;
 - e. Shall maintain separate financial statements;
 - f. Shall pay its own liabilities out of its own funds;
 - g. Shall observe all corporate formalities and other formalities required by the organizational documents;
 - h. Shall maintain an arm's-length relationship with any of its affiliates;
 - i. Shall pay the salaries of its own employees and maintain a separate number of employees in light of its contemplated business operations;
 - j. Shall not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
 - k. Shall not acquire obligations or securities of its shareholders or affiliates;
 - l. Shall allocate fairly and reasonably any overhead for shared office space;
 - m. Shall use separate stationery, invoices, and checks;
 - n. Shall not pledge its assets for the benefit of any other entity or make any loan or advance to any entity;
 - o. Shall hold itself out as a separate entity;
 - p. Shall correct any known misunderstanding regarding its separate identity; and
 - q. Shall maintain adequate capital in light of its contemplated business operations.

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3. **Date of Adoption of Amendment.** This amendment was adopted the 21st day of November, 2000, to be effective on the date these Articles of Amendment are filed by the Department of State.

4. **Incorporator Action.** This amendment was adopted by the shareholders of the corporation. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Vice President of the corporation has executed these Articles of Amendment the 21st day of November, 2000.

MLOP, Inc., a Florida corporation

By: L. Denise Wallace V.P.
L. Denise Wallace
Its Vice President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of November, 2000, by L. Denise Wallace, the Vice President of MLOP, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me.

Christopher J. Hurst
Notary Public
My Commission expires:



Christopher J. Hurst
MY COMMISSION # CC788031 EXPIRES
December 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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EXHIBIT A

SITE 2

A PART OF THE WILLIAM HART GRANT, SECTION 55, TOWNSHIP 3 SOUTH, RANGE 29 EAST, DUVAL COUNTY, FLORIDA MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EAST LINE OF SAID SECTION 55 WITH THE LINE DIVIDING DUVAL COUNTY FROM ST. JOHNS COUNTY; THENCE N.14°08'10"E., ALONG SAID EAST LINE, A DISTANCE OF 731.13 FEET TO AN ANGLE POINT IN SAID EAST LINE; THENCE N.08°41'15"W. A DISTANCE OF 32.52 FEET TO A POINT IN THE CENTER OF A 100 FOOT WIDE DRAINAGE EASEMENT AS DESCRIBED IN DEED BOOK 1740, PAGE 202 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE S.88°51'00"W., ALONG SAID CENTER OF THE DRAINAGE EASEMENT, A DISTANCE OF 323.17 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.88°51'00"W., ALONG SAID CENTER, A DISTANCE OF 262.96 FEET; THENCE DUE NORTH A DISTANCE OF 383.14 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF J. TURNER BUTLER BOULEVARD (STATE ROAD NO. 202), THE SAME ALSO BEING A SERVICE ROAD POSTED AS MARSH LANDING PARKWAY; THENCE EASTERLY ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE THE FOLLOWING TWO COURSES: 1) N.82°07'18"E. A DISTANCE OF 125.23 FEET; 2) N.88°09'14"E. A DISTANCE OF 138.93 FEET; THENCE DUE SOUTH A DISTANCE OF 399.50 FEET TO THE POINT OF BEGINNING.

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