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December 24, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: Articles of Amendment

Dear Sir(s):

Enclosed herein are Articles of Amendment to the Articles of Incorporation for Trin-Jam, Inc.

Additionally enclosed is our check for \$43.75, which represents the \$35.00 filing fee and \$8.75 for a certificate reflecting the amendment.

Thank you.

Very truly yours,
ENGLAND & DONATO



Levi England
For the Firm

LE/sd
enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

TO

TRIN-JAM, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, GODFREY MURRAY, the President and Secretary of TRIN-JAM, INC., a Florida corporation, does hereby certify that the following amendment to the Articles of Incorporation of Trin-Jam, Inc. was approved by the stockholders of said Corporation on December 22, 1997:

AMENDMENT TO ARTICLE I

Article I is hereby deleted in its entirety. Article I shall now read as follows:

ARTICLE I

A. The name of the Corporation shall be TRIN-JAM, INC.

B. The Corporation's business and purpose shall consist solely of the following:

(1) The acquisition, ownership, operation and management of the real estate project known as Alpine Apartments, Southwest 69th Avenue, Southwest 70th Avenue and Southwest 19th Avenue, Pembroke Pines, Florida 33024 (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(2) To engage in such other lawful activities permitted to corporations under the corporation laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

C. Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage in favor of AMRESO Capital, L.P., its successors and assigns (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(1) Engage in any business or activity other than those set forth in Article I, Paragraph B;

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TALLAHASSEE, FLORIDA

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(2) Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(3) Dissolve or liquidate, in whole or in part;

(4) Consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(5) Institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or similar official) of the Corporation or a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

(6) Further amend Article I of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (1) through (4) and (6) above without the written consent of the holder of the Mortgage.

D. The Corporation shall:

(1) Maintain books and records and bank accounts separate from those of any other person;

(2) Maintain its bank accounts and all its other assets separate from those of any other person or entity;

(3) Hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other Board of Director formalities;

(4) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(5) Prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(6) Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(7) Transact all business with affiliates on an arm's-length basis and enter into transactions with affiliates on a commercially reasonable basis;

(8) Conduct business in its own name, and use separate stationery, invoices and checks;

(9) Not commingle its assets or funds with those of any other person;

(10) Not assume, guarantee or pay the debts or obligations of any other person;

(11) Pay its own liabilities and expenses only out of its own funds;

(12) Pay salaries of its own employees from its own funds;

(13) Maintain a sufficient number of employees in light of its contemplated business operations;

(14) Not hold out its credit as being available to satisfy the obligations of any other person or entity;

(15) Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;

(16) Not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);

(17) Not pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;

(18) Correct any known misunderstandings regarding its separate identity;

(19) Not identify itself as a division of any other person or entity; and

(20) Maintain adequate capital in light of its contemplated business operations.

This Amendment to the Articles of Incorporation of Trin-Jam, Inc. shall become effective upon the filing of the same by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has set his hand and caused the seal of the Corporation to be affixed hereto.

Dated at Hollywood, Florida, this 22 day of December, 1997.

TRIN-JAM, INC.

By:

Godfrey Murray
As President

Attest:

Godfrey Murray
As Secretary

SEAL:

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Amendment was acknowledged before me this 22 day of December, 1997, by **GODFREY MURRAY**, as President and Secretary of, and on behalf of **TRIN-JAM, INC.**, a Florida corporation, who is personally known to me or who produced Florida Drivers License as identification.

Levi England
Notary Public

State of Florida

Printed Name: Levi England

Commission # CC498388

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