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P 97000085609

November 15, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Commerce Park West, Inc.

Gentlemen::


Please file the enclosed Certificate of Amendment to the Articles of Incorporation of Commerce Park West, Inc., and furnish a certified copy of this filing.

Our check for \$43.75 is enclosed for your charges.

Thank you.

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-11/21/00--01043--012
*****43.75 *****43.75

Very truly yours,


ALFRED I. HOPKINS

AIH/wp

cc: Mr. Steven Shapiro
3111 Fortune Way
B-18
Wellington, FL 33414

M:\Main\Commerce Park West\I-DivCorp-11-2-00.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes:
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amend
*Out copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 28, 2000

ALFRED HOPKINS
150 WEST FLAGLER ST., #2000
MIAMI, FL 33130

SUBJECT: COMMERCE PARK WEST, INC.
Ref. Number: P97000085609

We have received your document for COMMERCE PARK WEST, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 800A00060475

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF COMMERCE PARK WEST, INC.

The undersigned hereby certifies that all of the shareholders of COMMERCE PARK WEST, INC., a Florida corporation ("Corporation"), have approved the adoption of the following Amendments to the Corporation's Articles of Incorporation:

A. ARTICLE III is amended to read as follows:

"ARTICLE III

The sole purpose for which this Corporation is organized is to engage in the management of its warehouses located in the Village of Wellington, Florida and situate upon the property legally described as Tracts "A" and "W", COMMERCE PARK AT WELLINGTON WEST according to the plat thereof, as recorded in Plat Book 84 at Page 120 of the Public Records of Palm Beach County, Florida."

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DECEMBER 6 2011 1:13
CLERK OF STATE
PALM BEACH COUNTY, FLORIDA

B. ARTICLE X is added and shall read as follows:

"ARTICLE X

1. A unanimous vote of the Board of Directors is required to take any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;

- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation ;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
- (g) making any assignment for the benefit of the Corporation's creditors; or
- (h) taking any action in furtherance of any of the foregoing.

2. For so long as that certain loan between **LEHMAN BROTHERS BANK, FSB** and the Corporation (the "Loan") is outstanding, the Corporation shall not:

- (a) amend the Certificate of Incorporation;
- (b) engage in any business activity other than as set forth in Article III; or
- (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

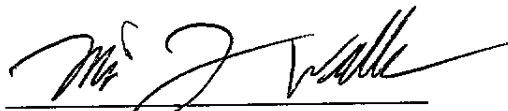
3. The Corporation shall:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;

- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
 - (e) pay its own liabilities out of its own funds;
 - (f) maintain adequate capital in light of contemplated business operations;
 - (g) observe all corporate or other organizational formalities;
 - (h) maintain an arm's length relationship with any affiliates;
 - (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
 - (j) 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) not acquire obligations or securities of any affiliates or shareholders;
 - (l) not make loans to any other person or entity;
 - (m) allocate fairly and reasonably any overhead for shared office space;
 - (n) use separate stationery, invoices, and checks;
 - (o) not pledge its assets for the benefit of any other entity;
 - (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

5. Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

adopted/
Dated this 13th day of November, 2000. *aw*


Secretary