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Oakridge Venture

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RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
OAKRIDGE VENTURE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to sections 607.1006, and 607.1007, Florida Statutes the Corporation, pursuant to a resolution duly adopted by the incorporator of the Corporation, hereby adopts the following restated and amended Articles of Incorporation:

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be Oakridge Venture, Inc.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 1936 San Marco Boulevard, Jacksonville, Florida 32207.

Article III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

Article IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 10450 San Jose Boulevard, Jacksonville, Florida 32257, and the initial registered agent at that office is Dennis L. Pratt, Esquire.

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

Dennis L. Pratt, Esquire
10450 San Jose Boulevard
Jacksonville, Florida 32257

Article VI

Duration

This corporation shall exist perpetually.

Article VII

Purposes

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

A. The acquisition, ownership, operation and management of the real estate projects known as Oakridge Plaza Shopping Center, Orlando, Orange County, Florida and Rivergate Village Shopping Center, Ormond Beach, Volusia County, Florida (the "Properties"), pursuant to and in accordance with these Articles of Incorporation; and

B. To engage in such other lawful activities permitted to corporations by the General 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 Properties pursuant to the first lien mortgage (the "Mortgage") for the benefit of AMRESKO CAPITAL CORPORATION 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:

(i) engage in any business or activity other than those set forth in this Article VII;

(ii) 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;

(iii) dissolve or liquidate, in whole or in part;

(iv) 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;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or 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 other 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

(vi) further amend 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 (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

Article VIII Separateness/Operations Matters

The Corporation shall:

(a) maintain books and records and bank accounts separate from those of any other person;

(b) maintain its assets in such a manner that is is not costly or difficult to segregate, identify or ascertain such assets;

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

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

(e) 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;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person;

(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) pay its own liabilities out of its own funds;

(l) not acquire obligations or securities of its shareholders;

(m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(n) correct any known misunderstanding regarding its separate identity;

(o) maintain adequate capital in light of its contemplated business operations; and

(p) maintain all required qualifications to do business in the state in which the Property is located.

Article IX Directors

(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

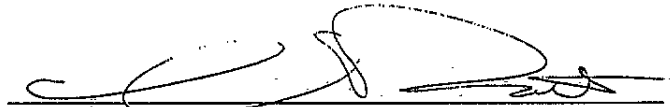
(b) The name and street address of the initial director of the corporation are:

Pei-Hsung Hu
1936 San Marco Boulevard
Jacksonville, Florida 32207

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

The foregoing restated and amended Articles of Incorporation contain certain amendments adopted pursuant to sections 607.1007, 607.1005, and 607.1006, Florida Statutes. The amendments adopted amended Article VII of the original Articles as set forth above, and added a new Article VIII as set forth above. Because the Corporation has not yet issued shares, the amendments were made by the undersigned Incorporator of the Corporation without shareholder action, and shareholder action was not required. All amendments were adopted and effective on November 3, 1997.

IN WITNESS WHEREOF, the incorporator has executed these Restated and Amended Articles of Incorporation the 3rd day of November, 1997.


Dennis L. Pratt