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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SMA of Lakeland,  
Inc.

Name	
Availability	1/20/98
Document Examiner	Don
Updater	Don
Update Verifier	Don
Acknowledgement	Don
W.P. Verifier	Don

Signature \_\_\_\_\_

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98 JAN 20 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Art of Inc. File -01/20/98-01008-024  
\*\*\*\*\*148.75 \*\*\*\*\*87.50

☐ LTD Partnership File \_\_\_\_\_

☐ Foreign Corp. File \_\_\_\_\_

☐ L.C. File Amended

☐ Fictitious Name File \_\_\_\_\_

☐ Trade/Service Mark \_\_\_\_\_

☐ Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_

☐ RA Resignation \_\_\_\_\_

☐ Dissolution / Withdrawal \_\_\_\_\_

☐ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

☐ Photo Copy \_\_\_\_\_

☐ Certificate of Good Standing \_\_\_\_\_

☐ Certificate of Status \_\_\_\_\_

☐ Certificate of Fictitious Name \_\_\_\_\_

☐ Corp Record Search \_\_\_\_\_

☐ Officer Search \_\_\_\_\_

☐ Fictitious Search \_\_\_\_\_

☐ Fictitious Owner Search \_\_\_\_\_

☐ Vehicle Search \_\_\_\_\_

☐ Driving Record \_\_\_\_\_

☐ UCC 1 or 3 File \_\_\_\_\_

☐ UCC 11 Search \_\_\_\_\_

☐ UCC 11 Retrieval \_\_\_\_\_

☐ Courier \_\_\_\_\_

RECEIVED  
98 JAN 20 AM 9:54  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SMA OF LAKE LAND, INC.**

**FILED**  
**98 JAN 20 PM 1:59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article IV is hereby amended to read as follows:

"The purpose of the corporation shall be limited to owning and operating the real property described in Exhibit "A" attached hereto (the "property"). The corporation shall be prohibited from incurring indebtedness of any kind except (a) first mortgage loan from Lehman Brothers Holdings, Inc., as such loan may be modified or amended; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the property."

2. Article VIII is hereby amended to include the following sentence:

"... Any and all corporation obligations to indemnify its directors and officers shall not constitute a claim against the corporation as long as there remains a loan outstanding in favor of Lehman Brothers Holdings, Inc."

3. Article XIII is hereby included in the Articles of Incorporation.

"ARTICLE XIII - Internal Affairs of the Corporation"

The following provisions regulate the internal affairs of the corporation:

1. A unanimous vote of the Board of Directors is required to take on its own behalf 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; or

G. making any assignment for the benefit of the corporation's creditors.

2. For so long as that certain first mortgage loan between Lehman Brothers Holdings, Inc., and the corporation (the "Loan") is outstanding, the corporation shall not:

A. amend the Articles of Incorporation;

B. engage in any business activity other than as set forth in Article IV; 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 to 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 its 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 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 status as a separate identity; and

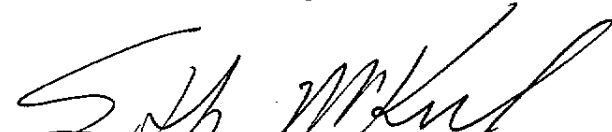
Q. not identify itself or any of its affiliates as a division or part of the other.

4 The Board of Directors is to consider the interests of the corporation's creditors in connection with all corporate actions."

4. The amendment was adopted by the incorporators before the issuance of shares; thus, shareholder action was not required.

IN WITNESS WHEREOF we, the undersigned sole incorporators, have executed these Articles of Amendment, this 15<sup>th</sup> day of January, 1998.

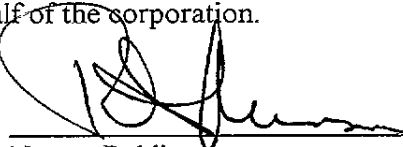
  
S. DOUGLAS MCKEEL, Incorporator

  
SETH D. MCKEEL, JR., Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1998, by S. DOUGLAS MCKEEL and SETH D. MCKEEL, the sole incorporators of SMA OF LAKELAND, INC., a Florida corporation, on behalf of the corporation.

(Notary Seal)

  
Notary Public



PETER J. MUNSON  
COMMISSION # CC 646589  
EXPIRES JUN 21, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.