

P98000016458

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002470941--1

-03/27/98--01076--018

*****87.50 *****87.50

Cintex T. J. Inc.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 27 PM 11:11

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

MAR 27 1998

Returned
directly to
client per
letter dated
5/20/98 (Sp)

PLEASE RETURN EXTRA COPIES
FILE STAMPED

RECEIVED
98 MAR 27 PM 12:18
DIVISION OF CORPORATIONS

CR2E031 (1-89)

* Also backdated
to 3/27 per request of client



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1998

CT Corporation System

Tallahassee, FL 32301

SUBJECT: CINTEX T & J, INC.
Ref. Number: P98000016458

We have received your document for CINTEX T & J, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The secretary state does not act as the registered agent for a corporation and does not mail a copy of any process against a corporation to the corporation. This statement should be removed from #5.

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) 487-6901.

Susan Payne

LAW OFFICES OF
FRANCIS X. CASTORO, P.A.

2100 Hollywood Boulevard
Hollywood, Florida 33020

Florida Bar
New York Bar

Telephone (954) 922-0505
Telecopier (954) 922-4674

Via Overnight Delivery

May 20, 1998

Ms. Susan Payne
FLORIDA DEPARTMENT OF STATE
Division of Corporations - Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399
TEL NUMBER: 1-850-487-6901

Re: CORPORATE AMENDMENT SECTION

REF. NUMBER: 98000016458

CORPORATION: CINTEX T & J, INC.

Dear Ms. Payne:

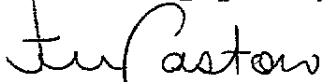
Enclosed please find the revised AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. which has been timely re-filed pursuant to your response letter enclosed herewith (dated: March 27, 1998). Please return confirmation of the Amendment to:

FRANCIS X. CASTORO, ESQ.
LAW OFFICES OF FRANCIS X. CASTORO, P.A.
2100 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

Your patience in awaiting for this re-fling is greatly appreciated, as my office needed to correspond through the corporation's legal counsel, who, in turn needed to correspond with their client who was travelling over that past forty (40) days.

Thank you for your prompt attention in this matter.

Most truly yours,



Frank Castoro
FXC/jg
encl.

cc: Patty DelCarpio - CT CORP SYSTEMS: Tel #: 954-473-5503 x 3006
Via Telecopier Only: 476-0158



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

Frank Castoro, P.A.
2100 Hollywood Blvd.
Hollywood, FL 33020

Re: Document Number P98000016458

The Articles of Amendment to the Articles of Incorporation of CINTEX T & J, INC., a Florida corporation, were filed on May 27, 1998.

Should you have any questions regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Susan Payne
Senior Section Administrator
Division of Corporations

Letter Number: 298A00029034

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CINTEX T & J, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 PM 1:11

DATED: MARCH 26, 1998:

We, SEBASTIAN CHIRAYIL and JAINNAMMA CHIRAYIL, the undersigned, each being of legal age, desire to modify the ARTICLES OF INCORPORATION OF CINTEX T & J, INC., a Florida corporation, which maintains its offices at: c/o ABBY STEINBERG, P.A., Atrium West Building, Suite 131, 7771 West Oakland Park Boulevard, Sunrise, Florida 33351, by virtue of this AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. (this "Amendment") pursuant to the laws of the State of Florida, and I hereby certify as follows:

1. The name of the Corporation is CINTEX T & J, INC., having incorporated under the laws of the State of Florida on FEBRUARY 19, 1998 under Document Number: P98000016458 (the "Corporation").
2. The purpose for which the Corporation was formed was to own and manage that certain real property located at: 20401 N.W. 2ND AVENUE, MIAMI, FLORIDA 33169 (the "Property") and to engage in any activity and exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing. The Corporation shall not be authorized to act for any other purpose.
3. The office of the Corporation in the State of Florida shall be located in the County of Broward at: c/o ABBY STEINBERG, P.A., Atrium West Building, Suite 131, 7771 West Oakland Park Boulevard, Sunrise, Florida 33351.
4. The aggregate number of shares which the Corporation shall have the authority to issue shall be ONE HUNDRED (100) shares of Common Stock, with a par value of \$1.00 per share.
5. Notwithstanding any other provisions of this Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage in favor of GMAC COMMERCIAL MORTGAGE CORPORATION (the "First Mortgage") encumbering the Property is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:
 - a. engage in any business or activity other than those set forth in Paragraph 2 of this Amendment; or
 - b. incur any indebtedness or assume or guaranty any indebtedness.
6. So long as the First Mortgage is outstanding, the Corporation may not do any of the following:
 - a. dissolve or liquidate, in whole or in part;
 - b. consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;
 - c. amend or cause to be amended the organizational documents of the Corporation with respect to changing the sole purpose of the Corporation or the separateness covenants contained herein; or
 - d. take any action that might cause the Corporation to become insolvent.
7. So long as the First Mortgage is outstanding, the Board of Directors of the Corporation (the "Board of Directors") may not do any of the following

without the affirmative vote of 100% of the members of the Board of Directors, including the Independent Director (as hereinafter defined):

- a. institute proceedings to be adjudicated bankrupt or insolvent;
- b. consent to the institution of bankruptcy or insolvency proceedings against it;
- c. file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;
- d. seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or the Partnership or a substantial part of its properties;
- e. make any assignment for the benefit of creditors;
- f. admit in writing its inability to pay its debts generally as they become due;
- g. otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
- h. take any corporate action in furtherance of any of the preceding actions;
- i. engage in transactions with affiliates; or
- j. except as otherwise provided in Paragraph 7.c., above, amend the organizational documents of the Corporation.

8. The Corporation shall:

- a. maintain books and records separate from any other person or entity;
- b. maintain its bank accounts separate from any other person or entity;
- c. not commingle its assets with these of any other person or entity and hold all of its assets in its own name;
- d. conduct its own business in its own name;
- e. maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- f. pay its own liabilities and expenses only out of its own funds;
- g. as appropriate for the organizational structure of the Corporation, observe all corporate and other organizational formalities;
- h. maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- i. pay the salaries of its own employees from its own funds;
- j. maintain a sufficient number of employees in light of its contemplated business operations;
- k. not guarantee or become obligated for the debts of any other entity or person;
- l. not hold out its credit as being available to satisfy the obligations of any other person or entity;
- m. not acquire the obligations or securities of its affiliates or shareholders;

- n. not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - o. allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - p. use separate stationary, invoices and checks bearing its own name;
 - q. not pledge its assets for the benefit of any other person or entity;
 - r. hold itself out as a separate entity;
 - s. correct any known misunderstanding regarding its separate identity;
 - t. not identify itself as a division or part of any other person or entity; and
 - u. maintain adequate capital in light of its contemplated business operations.
9. The board of Directors of the Corporation shall at all times while the First Mortgage is outstanding, include at least one Independent Director. An "Independent Director" shall mean a director of the Corporation who is not at the time of initial appointment and has not been at any during the preceding five (5) years and shall not be at any time while serving as Independent Director: a stockholder, director, officer, employee, partner or member of the Corporation or the Partnership or any affiliate of either of them; (b) a customer, supplier or other person who derives more than 10% of its purchases or revenues from its activities with the Corporation or the Partnership or any affiliate of either of them; (c) a person or other entity controlling or under common control with any such stockholder, director, officer, employee, partner, member, customer, supplier or other person; or (d) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. (As used herein the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, palace or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise).
10. The Board of Directors of the Corporation shall be required to consider the interests of creditors of the Corporation in connection with all corporate action.
11. So long as the First Mortgage is outstanding, no transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than a 49% interest in the Corporation (or such other interest as specified in the First Mortgage) may be made unless such transfer is conditioned upon the delivery of an acceptable Non-Consolidation Option (as defined below to the holder of the First Mortgage and to any nationally recognized rating agency which has been requested by the holder of the First Mortgage or any transferee of such holder to rate any issue of securities issued in respect of a pool of mortgage loans which includes the loan secured by the First Mortgage (the "Certificates") and which is then rating, or expected to rate such Certificates (individually, a "Rating Agency"), concerning as applicable, the Corporation, the new transferee and/or their respective owners.

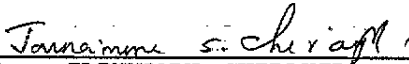
For purpose of this Paragraph, "Non-Consolidation Opinion" shall mean an opinion of counsel to the Partnership (reasonably satisfactory to the holder of the First Mortgage and each Rating Agency in form and substance, from counsel reasonably satisfactory to the holder of the First Mortgage and each Rating Agency and containing assumptions, limitations and qualifications customary for opinions of such type) to the effect that a court of competent jurisdiction in a proceeding under the United States

Bankruptcy Code would not consolidate the assets and liabilities of the Corporation with those of any shareholder or affiliate thereof which became a debtor under the United States Bankruptcy Code, and if applicable to the Partnership, that any such transfer would not be a fraudulent conveyance under the United States Bankruptcy Code.

12. So long as the First Mortgage is outstanding, without the prior written consent of the holder of the First Mortgage and the vote of one hundred percent (100%) of the members of the Board of Directors, including the Independent Director, the Corporation may not amend, alter change, or repeal Paragraph 2, 6, 7, 8, 9, 10, 11, 12, or 13 of this AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC.
13. This AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. is hereby ratified by the Board of Directors of CINTEX T & J, INC. and shall modify, supersede and control over the terms and conditions of the ARTICLES OF INCORPORATION OF CINTEX T & J, INC. having already been filed with the Division of Corporations, Department of State of Florida as well as amend and modify the BY-LAWS of CINTEX T & J, INC.
14. This Amendment has been adopted by the Board of Directors, which is entirely comprised by the following two (2) Directors: SEBASTIAN CHIRAYIL & JAINNAMMA CHIRAYIL. Neither Shareholder action nor approval is required by the Shareholders of the Corporation to amend the Articles of Incorporation of: CINTEX T & J, INC.
15. This AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. was duly authorized, ratified and adopted on: MARCH 26, 1998.

IN WITNESS WHEREOF, This AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. has been executed by the undersigned who affirm that the statements contained herein are true under the penalties of perjury.


BY: SEBASTIAN CHIRAYIL
PRESIDENT & DIRECTOR
DATE: 3-26-98

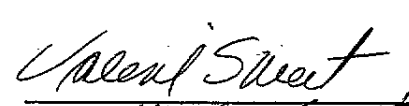

BY: JAINNAMMA CHIRAYIL
SECRETARY & DIRECTOR
DATE: 3-26-98

STATE OF NEW JERSEY)
COUNTY OF Monmouth) ss:
Mercer

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared: SEBASTIAN CHIRAYIL and JAINNAMMA, who each presented a NJ DRIVER'S LICENSE and on that basis, to me well known to be the persons who executed the foregoing AMENDMENT TO ARTICLES OF INCORPORATION OF CINTEX T & J, INC. and they acknowledged before me, according to law, that they were authorized to do so in accordance with the By Laws of said Corporation.

WITNESS my hand and Official Seal, in the County and State as aforesaid, the date first aforesaid.

My Commission Expires: 02/18/2003


NAME: VALERIE Sweet
NOTARY PUBLIC - STATE OF NEW JERSEY
Mercer County

VALERIE SWEET
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 2/18/2003