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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~LUCAS MARTIN~~ *Org* FAX #: (305)672-9110
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NAME: SOLOMON PARTNERS, INC.
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Amendment
4/16/98
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Solomon Partners, Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III, is hereby amended as follows:

C. Purpose. The purpose for which the Corporation is organized is limited to acquiring, owning and holding the leasehold interest known as Scotchman #410 and the fee simple interests known as Scotchman #401, Scotchman #402, Scotchman #403, Scotchman #404, Scotchman #406, Dixie Boy #4 and Dixie Boy #7, and to transact any and all lawful business for which a corporation may be incorporated under the General Corporation Law of the State of Florida that is incident and necessary or appropriate to the foregoing.

D. Separateness. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by a Mortgage, Security Agreement, Assignment of Rents and Fixture Filing and the Assignment of Leases and Rents and Security Deposits (hereinafter known as "Loan Documents"), entered into by the Corporation with Column Financial (herein after known as the "Lender"), the Corporation shall:

1. Observe all corporate formalities, including the maintenance of current minute books.
2. Maintain its own separate and distinct books of account and corporate records.
3. Cause its financial statements to be prepared in accordance with generally accepted accounting principals in a manner that indicates the separate existence of the Corporation and its assets and liabilities
4. Pay all of its liabilities out of its own funds.
5. In all dealings with the public, identify itself, and conduct its own business, under its own name and as a separate and distinct entity.
6. Independently make decisions with respect to its business and daily operations.
7. Maintain an arm's length relationship with its affiliates.
8. Pay the salaries of its own employees.
9. Allocate fairly and reasonably any overhead for shared office space.
10. Use separate stationary, invoices and checks.
11. At all times remain solvent.
12. File its own tax returns.
13. Maintain adequate capital sufficient to carry out these enumerated covenants.

E. Prohibited Actions. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by the Loan Documents, entered into by the Corporation with the Lender,

Corporate Creations International inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686
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the Corporation shall not, without unanimous affirmative vote of the members of its Board of Directors, do any of the following:

1. Commingle its assets with those of, or pledge its assets for the benefit of, any other person.
2. Assume or guarantee, or hold out its credit as being available to, satisfy, the liabilities of any other person.
3. Acquire obligations or securities of, or make loans or advances to, any affiliate.
4. Amend, alter, change or repeal any provision contained in the Articles of Incorporation, or add or insert any other provision herein except in accordance with the terms and privileges of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in this paragraph.

F. Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations evidenced by the Loan Documents remain in effect, the Corporation shall not without consent of Lender:

1. Amend, alter, change or repeal any provision of this Articles of Incorporation or cause any provision of the Articles of Incorporation to be amended, altered, changed or repealed.
2. Dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity.
3. Engage in any business or activity other than as set forth in this Articles of Incorporation.
4. File a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101, et seq.) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all of any substantial part of the properties and assets of the Corporation, or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action.
5. Incur any indebtedness except in compliance with the Loan Documents.

SECOND: Article IX, is hereby amended as follows:

E. Any indemnification that the corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in effect, only to the extent that such subordination does not result in personal liability of any such officer or director.

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THIRD: The date of each amendment's adoption: April 16, 1998

FOURTH: Adoption of Amendments

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 16 day of April, 1998.

Signature:


Jack J. Ceccarelli
Director

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