

P98000035287

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Division of Corporations
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

GOTHAM MORTGAGE CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

Amendment
10-9-98
DC

Florida Department of State

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Fax Number : (850)922-4000

From:
Account Name : COBB & EBIN P.A.
Account Number : 110670000060
Phone : (305)377-0223
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BASIC AMENDMENT

GOTHAM MORTGAGE CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	04
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

GOTHAM MORTGAGE CORPORATION
2650 NORTH MILITARY TRAIL
SUITE 230
BOCA RATON, FL 33431

SUBJECT: GOTHAM MORTGAGE CORPORATION
REF: P98000035287

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000018783
Letter Number: 798A00050244

Post-It® Fax Note	7671	Date	10/9/98	# of pages	6
To	Darlene Connell	From	Diane Jacobs		
Co./Dept.	Corp. Specialist	Co.	Cobb & Ebin		
Phone #	850-487-6906	Phone #	305-376-2444		
Fax #	850-922-4000	Fax #	305-377-0224		

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOTHAM MORTGAGE CORPORATION**

FILED
98 OCT -9 PM 1:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 (CAPITAL) is hereby restated in its entirety to read as follows:

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Two Hundred Thousand (200,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

SECOND: ARTICLE V (REGISTERED AGENT AND REGISTERED OFFICE) is hereby restated in its entirety to read as follows:

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

MARYANNE GOTHAM
1069 Avocet Road
Delray Beach, Florida 33444

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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Prepared by:

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 SW First Avenue, Suite 301
Miami, FL 33130
Telephone: (305) 376-2440
Fla. Bar No.: 113517

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THIRD: ARTICLE VI (BOARD OF DIRECTORS) is hereby restated in its entirety to read as follows:

This Corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by resolutions adopted by the stockholders, but shall never be less than one (1).

FOURTH: ARTICLE VII (INITIAL DIRECTORS) is hereby restated in its entirety to read as follows:

The names of the directors of this Corporation and their street addresses are:

MaryAnne Gotham 1069 Avocet Road
Delray Beach, Florida 33444

Mark Kottler 5301 N. Federal Highway
Suite 130
Boca Raton, FL 33487

The persons named as directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

FIFTH: A new ARTICLE XII (SPECIAL COVENANT) is hereby added as follows:

At all times while the Corporation has any outstanding indebtedness or other obligation to Kottler Capital Group LLC, a Delaware limited liability company ("Lender"), and at all times while the Lender has any right to acquire any capital stock of the Corporation: (i) the Corporation shall not issue any capital stock (except to Lender pursuant to proper exercise of its acquisition rights), or (except as to any employment compensation agreed by a majority of the board of directors of the Corporation) incur any liability for indebtedness or otherwise in excess of \$50,000.00 for any individual obligation, or in excess of \$100,000.00 in the aggregate, without the prior written consent of the Lender; and (ii) the Lender shall at its option have the right to name members of the board of directors of the Corporation holding 50% of such Board's voting power. This Article XII may not be amended or deleted without prior written consent of the Lender.

SIXTH: The date of this amendment's adoption: As of April 17, 1998.

OCT. 9.1998 10:58AM COBB & EBIN P.A.

NO.394 P.5/6

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SEVENTH: This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed as of the 14th day of July, 1998.

Signature: 
Thomas C. Cobb, Incorporator

MTCKKOTTLER\GOTHAM\AAA01-004.WPD

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **GOTHAM MORTGAGE CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office at 5301 N. Federal Highway, Suite 130, Boca Raton, FL 33487, has named **MARYANNE GOTHAM**, located at 1069 Avocet Road, Delray Beach, FL 33444 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


MARYANNE GOTHAM

INTCC\KOTTLER\GOTHAM\AAA01-004.WPD

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