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August 26, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: WELP Nashville Corporation
Document Number P98000074826

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-08/28/98--01081--005
*****82.50 *****82.50

Gentlemen:

Enclosed are Articles of Amendment to Articles of Incorporation in connection with the captioned corporation. Also enclosed is a check to the Secretary of State in the amount of \$87.50 in payment of the following fees:

Filing Amendment to Articles	\$35.00
Certified copy	<u>52.50</u>
Total:	<u>\$87.50</u>

Please file the enclosed document at your earliest convenience and issue a certified copy of the Articles of Amendment (extra copy enclosed). Your receipt and the certified copy of the Articles should be mailed to the undersigned at the address on this letterhead.

Thank you.

Sincerely,

Dean Vegosen
Dean Vegosen

DV:jha
Enclosures

cc: Lothar Estein (w/encl.)
Manuel A. Fernandez (w/encl.)

SEP 04 1998

Amend

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WELP NASHVILLE CORPORATION

FILED
98 AUG 28 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, Lothar Estein, the sole Director and sole stockholder of WELP Nashville Corporation, a Florida corporation, on behalf of the Corporation hereby execute this Amendment to the Articles of Incorporation of WELP Nashville Corporation in accordance with Florida Statute 607.1006 as follows:

1. The name of the Corporation is WELP Nashville Corporation ("the Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"This Corporation is organized for the sole purpose of being the managing member of WELP Nashville, L.C., a Florida limited liability company, and performing all functions in connection therewith."

3. Paragraph A of Article XII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"A. The purpose of the Corporation is limited to being the managing member of WELP Nashville, L.C. ('the Limited Liability Company')."

4. Paragraph B of Article XII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"B. The Corporation's ability to incur indebtedness is limited to incurring indebtedness solely in its capacity as managing member of the Limited Liability Company on behalf of 100 Oaks, L.P., the limited partnership of which the Limited Liability Company is the general partner ('the Partnership'), and it will not incur indebtedness in its own name."

5. Paragraph C of Article XII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"C. The Corporation is prohibited from engaging in or causing the Limited Liability Company or the Partnership to engage in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of their respective organization documents, including Articles of Incorporation, By-Laws, Articles of Organization, Regulations and Agreement for Limited Partnership, so long as the Permanent Loan (as defined in the Agreement of Limited Partnership of the Partnership) is outstanding."

6. Article XII of the Articles of Incorporation of the Corporation is hereby amended by adding a Paragraph E. thereto reading as follows:

"E. So long as the Permanent Loan is outstanding:

"i. The unanimous consent of the directors of the Corporation shall be required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Limited Liability Company or Partnership to do so;


"ii. The directors of the Corporation shall be required to consider the interests of the creditors of the Corporation, the Limited Liability Company and the Partnership in connection with all corporate action; and

"iii. The directors of the Corporation shall, if required by the Permanent Lender (as defined in the Agreement of Limited Partnership of the Partnership), include one (1) Independent Director. An 'Independent Director' shall mean a person who is not and has not within the past five (5) years been (a) an officer, director, employee, partner, member, beneficial-interest holder or stockholder of the Corporation, the Partnership or the Limited Liability Company or of any partner of the Partnership or of any member of the Limited Liability Company, or any affiliate of any of the foregoing; (b) a lessee under any lease or supplier of the Partnership, the Limited Liability Company, the

Corporation, or any affiliate thereof (other than a supplier that does not derive more than 10% of its revenues from its activities with the Partnership, the Limited Liability Company, the Corporation, or any affiliate thereof); or (c) a spouse, parent, sibling, or child of any person described in (a) or (b) above; provided, however, that a person shall not be deemed to be a director or an affiliate solely by reason of such person being a director of a single-purpose entity. For the purpose of this definition alone, affiliate means any person or entity which is controlled by, or under common control with, any person or entity described in clause (a) above; provided that the terms 'control' and 'controlled by' shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933."

7. Article XIII of the Articles of Incorporation of the Corporation is hereby deleted.

8. The Sole Director and sole stockholder of the Corporation (who owns 100 shares of stock) adopted the above described Amendment to the Articles of Incorporation by unanimous consent the 25 day of August, 1998.



Lothar Estein
Sole Director

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Lothar Estein, who is personally known to me to be the person described in and who executed the foregoing instrument, and did acknowledge before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of August, 1998.



Notary Public
State of Florida at large

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DEAN VEGOSEN
My Comm Exp. 6/30/00
Bonded By Service Ins
No. CC551577

[[Personally Known]] [[Other L.A.]]