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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954) 462-3300

ACCT#: 076067004147

FAX #: (954) 763-2439

NAME: CJM-TALLAHASSEE, INC.

AUDIT NUMBER.....H98000018246

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Amendment

10-5-98

DC

10/01/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000018246 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

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10/01/98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

CJM-TALLAHASSEE, INC.
1133 WEST LONG RD., STE. 202
BLOOMFIELD HILLS, MI 48302

SUBJECT: CJM-TALLAHASSEE, INC.
REF: P98000071730

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 phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

Please label the exhibit, attached and mentioned on page one of the document, as Exhibit A.

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. #: H98000018246
Letter Number: 798A00049183

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
CJM-TALLAHASSEE, INC., A FLORIDA CORPORATION**

1. The name of the Corporation is CJM-TALLAHASSEE, INC.
2. Article II of the Articles of Incorporation of the Corporation is hereby amended to read:

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is formed is solely to act as the "managing member" of CJM-Tallahassee, L.L.C., a Florida limited liability company, being formed under the Florida Limited Liability Company Act concurrently with the filing of these Amended and Restated Articles of Incorporation and whose sole purpose is and will be to finance, construct, lease and/or operate a commercial facility (the "Project") on real estate (the "Property") in Leon County, Florida, substantially as described on Exhibit A attached hereto and incorporated herein by reference. The Corporation may not engage in any business or activity unrelated to the above-described purposes, not permitted by the "Operative Agreements" as defined in that certain Amended and Restated Participation Agreement dated as of November 22, 1995, and amended and restated as of October 17, 1997 among Borders Group, Inc.; Borders, Inc.; Walden Book Company, Inc.; Waldenbooks Properties, Inc.; Borders Properties, Inc.; Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, dated November 22, 1995, between Wilmington Trust Company and SAM Project Funding Corp. I; SAM Project Funding Corp. I; PNC Bank, National Association; The First National Bank of Chicago; Bankers Trust Company; and certain other named financial institutions that are parties thereto.

The following are additional limitations on the purpose of the Corporation:

The Corporation has not and will not engage in any business unrelated to the purpose set forth herein.

The Corporation has not and will not have any assets other than those related to the assets necessary for the ownership, development and operation of the Property set forth herein.

The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of partnership or membership interest, or amendment of its the regulations of the limited liability company for which it serves as "managing member," articles of incorporation, articles of organization, certificate of formation or operating agreement, as applicable.

The Corporation will at all times have at least one "independent director," at all times required by the Operative Agreements. The term "independent director" shall mean a director, member or manager or member of the management committee reasonably acceptable to Wilmington

PREPARED BY: MARSHALL J. EMAS, ESQ., FL BAR#0282073
ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
P.O. BOX 14098
FT. LAUDERDALE, FL 33302
(954) 462-3300

FAX AUDIT NO.: H98000018246

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Trust Company, not individually but as Owner Trustee, for so long as it holds a mortgage or other security interest with respect to the Project, who shall not have been at the time of such individual's appointment, and may not have been at any time during the preceding two (2) years (1) a member or shareholder of, or an officer, director, partner or employee of, any entity acting in the capacity of lender or landlord to the Corporation or any of its shareholders, subsidiaries or affiliates, (2) a substantial creditor, customer of, or supplier to, the Corporation or any of its shareholders, subsidiaries or affiliates; (3) a person or other entity controlling or under common control with any such shareholder, partner, supplier or customer; or (4) a member of the immediate family of any such shareholder, officer, director, partner, employee, supplier or customer. As used herein, the term "control" means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person or entity, through ownership of voting securities, by contract or otherwise.

The Corporation will not cause or allow the board of directors of the Corporation to take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless an independent director shall have participated in such a vote.

The Corporation, without the unanimous consent of all of the members, shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets or other entity in which it has a direct or indirect legal or beneficial ownership interest, engage in any other business activity, or amend its organizational documents.

The Corporation shall not allow the limited liability company in which it will serve as "managing member" to incur any indebtedness other than the indebtedness permitted by certain loan documents evidencing a loan from Wilmington Trust Company and Sam Project Funding Corp. I (the "Loan").

The Corporation will not fail to correct any known misunderstanding regarding the separate identity of such entity.

The Corporation will maintain its accounts, books and records separate from any other person or entity.

The Corporation will maintain its books, records, resolutions and agreements as official records.

The Corporation will not commingle its funds or assets with those of any other entity and will hold its assets in its own name.

The Corporation will conduct its business in its own name.

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FAX AUDIT NO.: H98000018246

The Corporation will maintain its financial statements, accounting records and other entity documents separate from any other person or entity.

The Corporation will pay its own liabilities out of its own funds and assets.

The Corporation will observe all Corporation formalities, as applicable.

The Corporation will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Loan documents.

The Corporation will not acquire obligations or securities of its shareholders.

The Corporation will allocate fairly and reasonably any overhead for shared office space and will use separate stationery, invoices and checks.

The Corporation will not pledge its assets for the benefit of any other person or entity other than as provided in the Loan documents.

The Corporation will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

The Corporation will not make loans to any person or entity except as provided in the Loan documents.

The Corporation will not identify its shareholders or any affiliates of either of them as a division or part of it.

The Corporation will not enter into or be a party to any transaction with its members or its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party.

3. Article V of the Articles of Incorporation of the Corporation is hereby amended to read:

ARTICLE V

BOARD OF DIRECTORS:

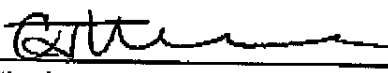
The Corporation shall have not less than two (2) nor more than five (5) Directors. Two (2) Directors shall initially hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from

office or death. The names and addresses of the Directors (one of whom is the independent director) of the Corporation are:

<u>Name</u>	<u>Address</u>
Charles J. Miller	1133 West Long Lake Road Suite 202 Bloomfield Hills, Michigan 48302
Thomas J. Miller	1133 West Long Lake Road Suite 202 Bloomfield Hills, Michigan 48302
Mark LoPatin (independent director)	6960 Orchard Lake Road Suite 239 West Bloomfield, Michigan 48322

4. The foregoing amendment was adopted by all of the Directors and Stockholders of the Corporation eligible to vote by a Written Consent signed by them on September 30, 1998 manifesting their intention that this Amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has executed these Articles of Amendment this 30th day of Sept., 1998.


Charles J. Miller, President and Secretary

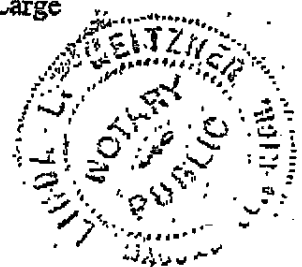
STATE OF MICHIGAN)
)ss:
COUNTY OF OAKLAND

Sworn and subscribed before me this 24th day of September, 1998, by Charles J. Miller, who is personally known to me and took an oath.


Notary Public, State of Michigan at Large
My Commission Expires:

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4 LINDA L. WEITZNER
Notary Public, Macomb County, MI
My Commission Expires Sept. 6, 2000.
Acting in Oakland County, MI



FAX AUDIT NO.: H98000018246

EXHIBIT A
LEGAL DESCRIPTION

PARCEL 1:

A parcel of land located in Sections 31 and 32, Township 1 North, Range 1 East, Leon County, Florida and being a portion of Parcel "A" and Parcel "B" as described in Official Record Book 2067, Page 1396, Public Records of Leon County, Florida, more particularly described as follows:

Commence at the Southeast corner of said Section 31, run North 409.96 feet; thence West 408.24 feet to a copper pin set in concrete at the intersection of the centerlines of Magnolia Drive and Old State Road No. 20 or East Lafayette Street; thence North 00°02' East 33.61 feet; thence South 79°02' East 50.92 feet to a concrete monument marking the Northeast intersection of said two streets; thence Northerly along a line 50 feet from and parallel to the centerline of Magnolia Drive, a distance of 535.77 feet to a concrete monument making the Northeast corner of the intersection of Magnolia Drive and New State Road No. 20 or U. S. 27; thence South 67°35'06" East along the Northerly right of way boundary of U. S. 27, 123.77 feet to the Point of Beginning. From said Point of Beginning continue along said right of way South 67°35'06" East 229.23 feet; thence leaving said right of way run North 22°25'28" East, 349.96 feet; thence North 22°17'44" East 50.00 feet to the Southerly right of way of Simpson Avenue; thence North 67°35'03" West along said right of way 250.62 feet; thence leaving said right of way run South 13°06'10" West 195.49 feet; thence North 76°53'50" West 22.99 feet; thence South 13°06'10" West 33.24 feet; thence North 76°53'50" West 6.20 feet; thence South 15°15'11" West 106.12 feet; thence South 22°24'54" West 64.24 feet to the Point of Beginning.

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