

P98000071730

SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

FIRST UNION CENTER
SUITE 2000
200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 524-5505
FACSIMILE (954) 524-5506

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 29 AM 8:34

November 28, 2001

Via Federal Express

Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900004698673--1
-11/29/01--01062--003
*****35.00 *****35.00

Re: Amendments to Ocoee Properties Limited Partnership and Ocoee Development, Inc.
and CJM-Tallahassee, L.L.C. and CJM-Tallahassee, Inc.

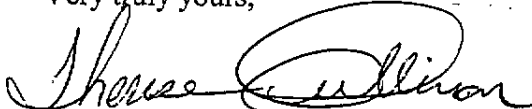
Dear Madam/Sir:

Enclosed are the following documents and our firm's checks to file the following:

1. Articles of Amend. to Articles of Inc. - Ocoee Development, Inc. - Check #150504 in the amount of \$35.00.
2. Amend. to Agreement of Limited Partnership - Ocoee Properties Limited Partnership - Check #150503 in the amount of \$52.50
3. Articles of Amend. to Articles of Organization - CJM Tallahassee, L.L.C. - Check #150506 in the amount of \$25.00.
4. Articles of Amend. to Articles of Incorporation - CJM-Tallahassee, Inc. - Check #150505 in the amount of \$35.00.

If you have any questions, please call me at (954) 847-3847.

Very truly yours,



Therese Cullinan, Assistant to
DONNA E. MILLER

\tc

Enclosures

cc: Mr. Chuck Miller (via facsimile w/out encls.)
Marshall J. Emas, Esq. (w/out encls.)

Amend.

V SHEPARD DEC 5 2001

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CJM-TALLAHASSEE, INC., A FLORIDA CORPORATION
Document No. P98000071730**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 29 AM 8:34

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation, as previously amended:

FIRST: Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE II
PURPOSE

The purpose 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, whose 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 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 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, 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 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.

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 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 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.

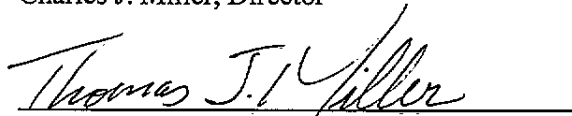
The Corporation will not identify its shareholders or any affiliates of either of them as a division or part of it.

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.

SECOND: The foregoing amendment was adopted by the board of directors on November 12, 2001 without shareholder action and shareholder action was not required.

Signed this 12 day of November, 2001.


Charles J. Miller, Director


Thomas J. Miller, Director