

P98000078354



ACCOUNT NO. : 072100000032

REFERENCE : 985975 4324186

AUTHORIZATION : Patricia Pajito

COST LIMIT : \$ 52.50

ORDER DATE : October 6, 1998

ORDER TIME : 10:52 AM

6000002656666--5

ORDER NO. : 985975-005

CUSTOMER NO: 4324186

CUSTOMER: Ms. Barbara M. Marcello
Milestone Properties, Inc.
4th Floor
150 East Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: MPI/PINE CREST SQUARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: CC

10-7-98

RECEIVED
98 OCT -6 AM 11:27
DIVISION OF CORPORATION

FILED
98 OCT -6 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 6, 1998

CSC

TALLAHASSEE, FL

SUBJECT: MPI/PINE CREST SQUARE, INC.
Ref. Number: P98000078354

RESUBMIT

Please give original
submission date as file date.

We have received your document for MPI/PINE CREST SQUARE, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00049675

RECEIVED
98 OCT -6 PM 3:24
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MPI/PINE CREST SQUARE, INC.

FILED
98 OCT -6 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FIRST: Article SEVENTH: is hereby deleted and replaced as follows:

SEVENTH: The purpose for which the corporation is organized is as follows:

I. The corporation was formed solely to acquire, hold, sell, lease and/or operate and maintain as a trade or business certain improved real property commonly known as Pine Crest Square, located in Fort Lauderdale, Florida (the "Property") and currently leased to tenants, together with improvements thereon and the equipment, fixtures and other personal property used in connection with the operation and maintenance thereof, and do all things reasonably incident thereto. For so long as any first mortgage encumbers the Property, the corporation shall not, without the prior written consent of said mortgagee:

(a) engage in any business activity other than the ownership, operation and maintenance of the Property, and activities incidental thereto;

(b) acquire or own any material assets other than (i) the Property, and (ii) such incidental personal property as may be necessary for the operation of the Property.

(c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case such mortgagee's consent;

(d) fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the jurisdiction of its organization or formation, and qualification to do business in the state where the Property is located, if applicable;

(e) own any subsidiary or make any investment in, any person or entity;

(f) commingle its assets with the assets of any of its directors, shareholders, affiliates, principals or of any other person or entity;

(g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than a first mortgage loan for the Property, and except for trade payables in the ordinary course of its business of owning and operating the Property, provided that such debt is not evidenced by a note and is paid when due;

(h) become insolvent and fail to pay its debts and liabilities from its assets as the same shall become due;

(i) fail to maintain its records, books of account and bank accounts separate and apart from those of its directors, shareholders, principals and affiliates and the affiliates of the directors, shareholders or principal of the corporation and any other person or entity;

(j) enter into any contract or agreement with any director, shareholder, principal or affiliate of the corporation, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any director, shareholder, principal or affiliate of the corporation;

(k) seek the dissolution or winding up in whole, or in part, of the corporation;

(l) fail to correct any known misunderstandings regarding the separate identity of the corporation;

(m) hold itself out to be responsible for the debts of another person;

(n) make any loans or advances to any third party, including any directors, shareholders, principal or affiliate of the corporation;

(o) fail to file its own tax returns;

(p) fail to either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i)

to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the corporation is responsible for the debts of any third party;

(r) to carry on a general mercantile, industry

(q) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(s) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors.

II. To otherwise have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law, except as herein above limited in Article Seven, Section I.

SECOND: Article TENTH shall be deleted in its entirety.

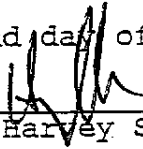
THIRD: Article ELEVENTH shall be henceforward be entitled:

Article TENTH

FOURTH: Adoption of this Amendment was approved by the board of directors without shareholder action, and shareholder action was not required.

Signed this 2nd day of October, 1998.

Signature


By: Harvey Shore
Its: Incorporator
Vice President