



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 838549 81528A

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 43.75

ORDER DATE : September 21, 2000

ORDER TIME : 12:19 PM

ORDER NO. : 838549-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen
Kenneth F. Oswald, Esq
Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC AMENDMENT FILING

NAME: UNIVERSITY SCIENCE CENTER,
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
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

RR
9/21/00

FILED
SEP 21 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

RECEIVED
00 SEP 21 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6000003400836--1

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
UNIVERSITY SCIENCE CENTER, INC.**

FILED
00 SEP 21 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIVERSITY SCIENCE CENTER, INC., a Florida corporation, (the "Corporation") under its corporate seal and the hand of its President, being an Officer and Director of the Corporation, hereby certifies that:

1. The Board of Directors of the Corporation at a meeting called and held on September 19, 2000, adopted the following Resolution:

WHEREAS, it is deemed to be in the best interest of the Corporation that the Articles of Incorporation be amended as hereinafter set forth:

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of **UNIVERSITY SCIENCE CENTER, INC.,** a Florida corporation, be amended, changed, and altered as follows:

ARTICLE ONE
GENERAL NATURE OF BUSINESS; PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) to own, operate and manage a real estate project known as Central Florida Research Park, located in Orlando, Orange County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE TWO
LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article One;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property from Wachovia Bank, N.A., in the original principal amount of \$4,875,000.00 (the "First Mortgage") and normal trade accounts payable in the ordinary course of business;

- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend the Articles of Incorporation or the Bylaws of the Corporation.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the First Mortgage so long as it is outstanding, take any action set forth in items (i) through (iv) and item (vi).

ARTICLE THREE **SEPARATENESS PROVISIONS**

The Corporation shall:

- (i) maintain books and records and bank accounts separate from those of the any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (iv) do all things necessary to preserve its existence and observe all corporate formalities;
- (v) not commingle its assets or funds with those of any other person;
- (vi) not guarantee or pay the debts or obligations of any other person;
- (vii) not enter into any contract or agreement with any general partner, principal, member, manager or affiliate of the Company, or any affiliate of any such general partner, principal, manger or member, 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 an affiliate;

- (viii) not make any loans or advances to any third party (including any general partner, principal, member, manager or affiliate of the Company, or any guarantor);
- (ix) be solvent and pay its debts from its assets as the same shall become due;
- (x) maintain adequate capital for the normal obligations reasonably foreseeable in a business or its size and character and in light of its contemplated business operations;
- (xi) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity; and
- (xii) not hold itself out to be responsible for the debts or obligations of any other person.

BE IT FURTHER RESOLVED, that the President direct Counsel for the Corporation to prepare the necessary Certificate for signature by the Corporation, through its proper officers, to legally affect the Amendment to the Articles of Incorporation as above set forth, and that such Certificate be filed in the office of the Secretary of State of the State of Florida, as required by the Laws of the State of Florida.

2. At a meeting of the Stockholders of the Corporation called by the Board of Directors held on September 19, 2000, said Amendment to the Articles of Incorporation was duly adopted and ratified by all Stockholders.

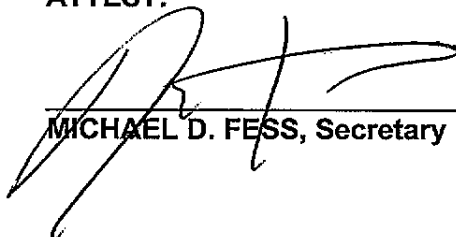
IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its President and in its name and its corporate seal to be affixed hereunto and attested by its Secretary, this 19th day of September, 2000.

UNIVERSITY SCIENCE CENTER, INC.

(Corporate Seal)

By: Cabot L. Jaffe, Sr.
CABOT L. JAFFE, Sr., President

ATTEST:

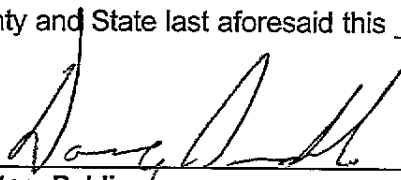

MICHAEL D. FESS, Secretary

(Corporate Seal)

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared **CABOT L. JAFFE, Sr.**, President of **UNIVERSITY SCIENCE CENTER, INC.**, a **Florida corporation**, and he acknowledged before me, signing, sealing, and delivering the foregoing instrument as a free and voluntary act of said Corporation for the purposes therein set forth, and he was duly authorized to execute the same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of September, 2000.



Notary Public,
My Commission Expires: 3-30-2004

DOUG OSWALD
Notary Public, State of Florida
My comm. exp Mar 30, 2004
Comm No CC923739