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Division of Corporations

TRIPP SCOTT, PA

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Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POMPANO PLAZA CENTER, INC.**

FILED
2010 APR 28
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of POMPANO PLAZA CENTER, INC., a Florida corporation (the "Corporation"), filed with the Department of State on November 6, 1998, document number P98000094442, be and they are hereby, amended as shown below:

1. The following Article VI PURPOSE is hereby added to the Articles of Incorporation of this Corporation:

"ARTICLE VI PURPOSE"

For so long as the indebtedness represented by that certain Promissory Note from the Corporation in favor of City National Bank of Florida ("Lender") in the original principal amount of \$2,870,000 remains outstanding and unpaid (the "Indebtedness"), the Corporation shall maintain its existence as a Single Purpose Entity as such term is hereinafter defined. A Single Purpose Entity is an entity that does not, and by virtue of these Articles of Incorporation, shall not:

- a. engage in any business or activity other than the ownership, operation and maintenance of the property described on attached Exhibit "A" (the "Property") and activities incidental thereto;
- b. acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property;
- c. merge into or consolidate with any 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 obtaining Lender's consent;
- d. own any subsidiary or make any investment in any entity without the consent of Lender;
- e. hold itself out to the public as a combined legal entity with any other person or entity, or conduct business in the name of any other person or entity; and/or
- f. incur any indebtedness other than the indebtedness owed to Lender and other than credit indebtedness incurred in the ordinary course of business which is not evidenced by a promissory note or similar debt instrument.

So long as the Indebtedness in favor of Lender remains outstanding and unpaid, this Article VI shall not be amended without the prior written

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consent of Lender, and the Corporation shall have no authority to amend this Article VI without such prior written consent of Lender."

2. These Articles of Amendment shall be effective at the time of their filing with the Department of State.

3. The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and the Board of Directors of the Corporation, dated the 28th day of April, 2010. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation, has executed these Articles of Amendment on this 28th day of April, 2010.


Dennis Udwin, President

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