

P98000102304



ACCOUNT NO. : 072100000032  
REFERENCE : 213299 7106072  
AUTHORIZATION : Patricia Poyth  
COST LIMIT : \$ 52.50

FILED  
99 APR 21 PM 3:49  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : April 21, 1999

ORDER TIME : 2:14 PM

ORDER NO. : 213299-005

000002846620--9

CUSTOMER NO: 7106072

CUSTOMER: Ms. Debbie Liston  
Weiss Serota Helfman Patoriza  
Suite 420  
2665 S. Bayshore Drive  
Miami, FL 33133

RECEIVED

99 APR 21 PH 3:34

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PANTHER PARKCENTRE, 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

4-21-99

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: CC

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PANTHER PARKCENTRE, INC.**  
**(F/K/A PANTHER CROSSPOINTE, INC.)**

FILED  
99 APR 21 PM 3:49  
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TALLAHASSEE, FLORIDA

1. Article II of the Articles of Incorporation of Panther ParkCentre, Inc. is hereby amended as follows:

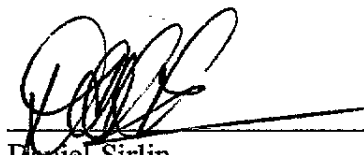
"ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation; provided, however, that during the time the Indebtedness (as defined below) remains outstanding or has not been defeased, this purpose of this corporation shall be limited to serving as the general partner of ParkCentre Investment Associates, Ltd., a Florida limited partnership (the "Property Owner") for the purpose of owning, operating, managing and leasing the property commonly known as Park Centre Plaza (the "Property") and activities incidental thereto as well as serving as general partner of S-K Holdings V, Ltd., a Florida limited partnership, which serves as one of the limited partners of the Property Owner. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Property Owner for a mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Holdings, Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holding, Inc. and its successors and assigns with respect to the Indebtedness and trade payables incurred in the ordinary course of business."

2. No member or members of this corporation are entitled to vote on these Articles of Amendment.

3. These Articles of Amendment were adopted by the Board of Directors of this corporation at a special meeting held on April 20, 1999.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of this corporation has executed these Articles of Amendment this 20<sup>th</sup> day of April, 1999.

A handwritten signature in black ink, appearing to read 'D. Sirlin', is written over a horizontal line.

Daniel Sirlin  
Chairman, Board of Directors