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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

ACP SOUTH FLORIDA CORP.

FILED  
00 JUN 27 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	1
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*Amendment*

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FROM

(TUE) 6.27' 00 11:50/ST. 11:49/NO. 4200000279 P 2

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
ACP SOUTH FLORIDA CORP.**

00 JUN 27 PM 4:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 607.1003 and 607.1006 of the Florida Statutes, the Articles of Incorporation of **ACP SOUTH FLORIDA CORP.**, a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

**FIRST:** The name of the Corporation is **ACP SOUTH FLORIDA CORP.**

**SECOND:** Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

"The corporation is organized solely to serve as a manager and member of **ACP South Florida LLC** (the "ACP Operating Member")."

**THIRD:** Article IX, Section (1) of the Articles of Incorporation is amended in its entirety to read as follows:

"(1) incur any indebtedness other than that permitted under the Loan Agreement and normal trade accounts payable incurred in the ordinary course of business; or permit or cause the ACP Operating Member to incur, assume or guaranty any indebtedness other than: (i) a mezzanine loan in the principal amount of \$30,000,000 ("Mezzanine Loan") from **Highwoods/Florida Holdings L.P.** ("Highwoods"), which Mezzanine Loan may be assigned to **City National Bank of Florida** ("Lender") pursuant to an Assignment from **Highwoods** to **Lender** to be dated on or about June 20, 2000 and evidenced by an Amended and Restated Mezzanine Note in favor of **Lender** in an original principal amount not to exceed \$28,000,000 ("Amended and Restated Note"); and (ii) a pledge of ACP Operating Member's membership interest in **Borrower** (and all proceeds, distributions and other rights incident thereto) as collateral for such Mezzanine Loan ("Pledge"), each as may amended, modified or extended from time to time;"

**FOURTH:** All references in the Articles of Incorporation to "ACP Managing Member" are hereby replaced with "ACP Operating Member".

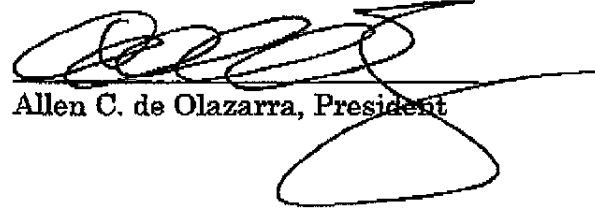
**FIFTH:** The foregoing amendment was adopted effective June 19, 2000 by written consent of the shareholders and directors of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, constituting a sufficient number of votes for the amendment to be approved.

[Signature to Follow on Next Page]

FROM

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IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment to Articles of Incorporation this 19th day of June, 2000.



Allen C. de Olazarra, President

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