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Fax Number : (850)205-0380

From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
Phone : (954)463-2700
Fax Number : (954)463-2224

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BASIC AMENDMENT
TPC NATIONS, INC.

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Amendment
4/7/04
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TPC NATIONS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned President of TPC Nations, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Florida Department of State these Articles of Amendment to the Corporation's Articles of Incorporation to read as follows:

1. ARTICLE II of the Corporation's Articles of Incorporation is hereby amended by deleting the text of such ARTICLE II in its entirety and substituting in its place the following:

"The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities: (i) to own a general partnership interest in TPC Nations, Ltd., a Florida limited partnership ("TPC Ltd.") and to act as general partner of TPC Ltd., a manager and member of Jacksonville Tower Associates, LLC, a Delaware limited liability company ("Associates"), which is engaged in owning, holding, selling, financing, leasing, transferring, exchanging, operating, managing, and otherwise dealing with the Real Property (as defined below); and (ii) to exercise all powers enumerated in the Florida Business Corporation Act necessary, incidental or convenient to the conduct, promotion, or attaining of the business or purposes otherwise set forth herein. Real Property shall mean those certain real properties located at (i) 50 North Laura Street, Jacksonville, Florida (Bank of America Tower), (ii) 135 West Bay Street, Jacksonville, Florida (Bank of America Annex) and (iii) 25 Forsyth Street, Jacksonville, Florida (Forsyth Parking Garage)."

2. A new ARTICLE XII is hereby added to the Corporation's Articles of Incorporation as follows:

**"ARTICLE XII
Covenants with Respect to Indebtedness, Operations
and Fundamental Changes.**

Notwithstanding any provision hereof to the contrary, until such time as the Financing has been paid in full, the Corporation shall comply with the following covenants and restrictions:

(a) The Corporation will not amend, modify or otherwise change its articles of incorporation or by-laws in a manner which adversely affects the Corporation's existence as a single purpose entity;

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(b) The Corporation will not liquidate or dissolve (or suffer any liquidation or dissolution), or enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all the business or assets of, or any stock or other evidence of beneficial ownership of any entity;

(c) The Corporation will not guarantee, pledge its assets for the benefit of, or otherwise become liable on or in connection with, any obligation of any other person or entity;

(d) The Corporation will not own any asset other than (i) the general partnership interest in TPC, Ltd., and (ii) incidental personal property and capital related thereto;

(e) The Corporation will not enter into any contract or agreement with any principal, shareholder, affiliate or director of the Corporation, as applicable, or any affiliate of any principal, shareholder, or director, 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;

(f) The Corporation will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than trade payables incurred in the ordinary course of the Corporation's business;

(g) The Corporation will not make any loans or advances to any third party (including any affiliate);

(h) The Corporation will do all things necessary to preserve its existence, and will observe all formalities applicable to it;

(i) The Corporation will conduct and operate its business in its own name and as presently conducted and operated;

(j) The Corporation will maintain financial statements, books and records and bank accounts separate from those of its affiliates, including, without limitation, its shareholders and directors;

(k) The Corporation will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity;

(l) The Corporation will file its own tax returns;

(m) The Corporation shall allocate fairly and reasonably any overhead and expense for shared office space;

(n) The Corporation will not commingle its funds and other assets with those of any shareholder, affiliate, principal or any other person;

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(o) The Corporation will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;

(p) The Corporation will not hold itself out to be responsible for the debts or obligations of any other person;

(q) The Corporation will pay any liabilities out of its own funds (to the extent such funds are available from cash flow); and

(r) The Corporation will use stationery, invoices, and checks separate from its affiliates.

For purposes of this ARTICLE XII, "Financing" shall mean the refinance loan from Wachovia Bank, National Association or its assignee in the original principal amount of \$75,000,000 to Associates, the basic terms of which are generally described in that certain Loan Application dated on or about January 2, 2004 ("Loan Application"), as the same may be modified or amended from time to time by Associates."

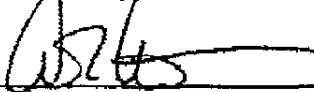
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. Pursuant to §607.1003 of the Act, this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by written consent effective April 5, 2004. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 5 day of April, 2004.

TPC NATIONS, INC.

By: 
Andrew R. Weiss
Vice President

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