

P99000/02272

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SHOPPES OF OAKLAND PARK, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHOPPES OF OAKLAND PARK, INC.

The following provisions of the Articles of Incorporation of SHOPPES OF OAKLAND PARK, INC., a Florida corporation (the "Corporation"), filed with the Department of State on November 23, 1999, document number P99000102272, as amended by that certain Amendment to Articles of Incorporation of the Shoppes of Oakland Park, Inc., filed with the Department of State on February 5, 2003, document number P99000102272 (collectively, the "Articles of Incorporation"), be and they are hereby, amended as shown below:

Article VI is hereby deleted in its entirety and amended and restated to read as follows:

"VI-BUSINESS AND POWERS

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B: Special Purpose Entity. Notwithstanding anything contained in these Articles of Incorporation to the contrary, for so long as the indebtedness ("Indebtedness") secured by the mortgage (the "Mortgage") with City National Bank of Florida (the "Lender") and evidenced by that certain Promissory Note from the Corporation in favor of Lender in the original principal amount of \$1,800,000 (the "Promissory Note") remains outstanding and unpaid, 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 its Articles of Incorporation shall not:

- i. 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;
- ii. 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;
- iii. 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 Lender's consent;
- iv. own any subsidiary or make any investment in any entity without the consent of Lender;
- v. 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
- vi. incur any indebtedness other than the indebtedness represented by the Promissory Note and other than credit indebtedness incurred in the ordinary course of business which is not evidenced by a promissory note or similar debt instrument.

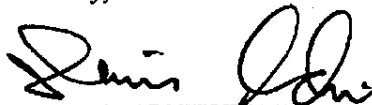
So long as the Indebtedness in favor of Lender remains outstanding and unpaid, this Article VI shall not be amended without the prior written consent of Lender, and the Corporation shall have no authority to amend this Article VI without such prior written consent of Lender."

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These Articles of Amendment shall be effective at the time of their filing with the Department of State. The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and the Board of Directors of the Corporation, dated the 14 day of February, 2013. 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 14 day of February, 2013.



Dennis Udwin, President

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EXHIBIT "A"

Property

Lot "A", of INVEREALTY TRACT 1, according to the Plat thereof, as recorded in Plat Book 111, at page 46, of the Public Records of Broward County, Florida.

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