

**P99000102276**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MIAMI GARDENS SQUARE, INC.

The following provisions of the Articles of Incorporation of MIAMI GARDENS SQUARE, INC., a Florida corporation (the "Corporation"), filed with the Department of State on November 23, 1999, document number P99000102276, be and they are hereby, amended as shown below:

1. The following ARTICLE SIXTH SPECIAL PROVISIONS is hereby added to the Articles of Incorporation of this Corporation:

"ARTICLE SIXTH SPECIAL PROVISIONS"

6.1 - Special Provisions. Notwithstanding any provision contained herein to the contrary, during the period of time in which American National Bank ("Lender"), or any successor or assignee of such Lender holds a mortgage debt as against the Corporation, the Corporation shall comply with the following requirements:

- a. The purpose of the Corporation shall be limited to owning and operating such property as described in Exhibit A attached hereto ("Property").
- b. The Corporation shall not incur debt of any kind except such indebtedness in favor of Lender secured by a mortgage on the Property and trade payables in the ordinary course or business relating to the ownership and operation of the Property.
- c. The Corporation shall not engage in any dissolution, liquidation, consolidation, merger or asset sale, or further amendment of its Articles of Incorporation so long as the loan in favor of Lender is outstanding, without the prior written approval of Lender.
- d. The filing or consent to the filing of a bankruptcy or insolvency petition, or institution of other insolvency proceedings shall require the unanimous consent of the directors of the Corporation.
- e. The directors of the Corporation shall consider the interests of the creditors of the Corporation in connection with all corporate actions.
- f. The Corporation shall maintain books and records separate from any other person or entity.
- g. The Corporation shall maintain all accounts separate from any other person or entity.
- h. The Corporation shall not commingle assets with those assets of any other entity.

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- i. The Corporation shall conduct its own business in its own name.
- j. The Corporation shall maintain separate financial statements separate from any other person or entity.
- k. The Corporation shall pay its own liabilities out of its own separate fund.
- l. The Corporation shall observe all corporate formalities.
- m. The Corporation shall maintain an arm's length relationship with all of its affiliates.
- n. The Corporation shall maintain a sufficient number of employees to conduct its business and shall pay the salaries of such employees.
- o. The Corporation shall not guaranty or become obligated for the debts of any other entity, or otherwise hold out its credit as being available to satisfy the obligations of any other entity.
- p. The Corporation shall not acquire obligations or securities of its shareholders.
- q. The Corporation shall allocate fairly and reasonably any overhead for any office space shared with any other entities.
- r. The Corporation shall use its own stationery, invoices and checks.
- s. The Corporation shall not pledge its assets for the benefit of any other entity or make any loans or advances to any other entity.
- t. The Corporation shall at all times hold itself out as a separate entity, and shall correct any known misunderstanding regarding such separate entity.
- u. The Corporation shall maintain adequate capital in light of its contemplated business operations.
- v. Notwithstanding anything contained herein to the contrary, nothing set forth herein shall prohibit or prevent Corporation from entering into a management agreement with a separate management company, which management company may be responsible for collecting revenues of the Corporation and paying expenses of such Corporation."

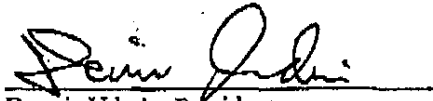
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2. These Articles of Amendment shall be effective at the time of their filing with the Department of State.

3. The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and the Board of Directors of the Corporation, dated the 17th day of June, 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 17th day of June, 2010.



Dennis Udwin, President

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EXHIBIT "A"

Tract 3-G of Miami Industrial District Section Three, according to the plat thereof, as recorded in Plat Book 66, Page 35, of the Public Records of Miami-Dade County, Florida, LESS AND EXCEPTING therefrom the South 202.00 feet thereof and LESS the North 198.00 feet of the South 400.00 feet of the West 357.20 feet thereof.

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