

Division of Corporations

P99000106155

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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00 APR -5 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

901 ALTON ROAD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amendment

4
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

901 Alton Road, Inc.

FILED
00 APR -5 PM 14:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

At a duly noticed and lawfully convened meeting of the Board of Directors dated March 6, 2000, the proposed Amendment was duly and unanimously approved for submission to the shareholders:

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE II is hereby amended to read as follows:

ARTICLE II

The single purpose nature of the business and the object to be transacted and carried on is:

To acquire title to a commercial property ("The Property") commonly known as 901 Alton Road Shopping Center, located at 901 Alton Road, Miami Beach, Florida and directly or thru others, to manage the same.

And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property.

Notwithstanding anything to the contrary in the Articles, the Bylaws and any provision of law that otherwise so empowers the Corporation, so long as the Mortgage from 901 ALTON ROAD, INC. in favor of LASALLE BANK NATIONAL ASSOCIATION F/K/A LASALLE NATIONAL BANK, as Trustee for First Union-Lehman Brothers Commercial Mortgage Trust

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II. Commercial Mortgage Pass-Through Certificates, Series 1997-C2 is outstanding, the

Corporation shall not undertake any of the following actions:

- (i) merge, convert or consolidate with or into any other business entity;
- (ii) dissolve, wind up or liquidate or take any action, or omit to take any action as a result of which the Corporation would be dissolved, wound up or liquidated in whole or in part;
- (iii) engage in any business activity not described in the Articles;
- (iv) amend, modify, waive or terminate the Articles of these Bylaws of the Corporation;
- (v) permit the issuance of any additional stock or other securities or interests in the Corporation other than its initial issuance of stock or other securities or interests issued on or prior to the date hereof;
- (vi) take any Bankruptcy Action (as defined below).

For purposes of this provision, "Bankruptcy Action" means any of the following actions with respect to the Corporation: (a) institute bankruptcy or insolvency proceedings; (b) consent to the institution of bankruptcy or insolvency proceedings against the Corporation; (c) file a petition seeking, or consenting to, reorganization or relief under any applicable federal or state law relating to bankruptcy; (d) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation, or a substantial part of its assets; (e) make any assignment for the benefit of creditors; (f) admit in writing its inability to pay its debts generally as they become due; (g) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally; or (h) take any action in furtherance of any of the preceding actions.

Notwithstanding anything to the contrary in Articles, these Bylaws and any provision of law that otherwise so empowers the Corporation, so long as the Mortgage is outstanding, the Corporation shall:

- (i) not own any asset or property other than incidental personal property necessary for the ownership or operation of the property given as security for the Mortgage (The Property).
- (ii) not engage in any business other than the ownership, management and operation of the Property, and conduct and operate its business as presently conducted and operated;
- (iii) not enter into any contract or agreement with any affiliated entity, or any guarantor of or Key Principal/Guarantor/Indemnitor pursuant to the Mortgage debts, 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 such party;

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guarantor of or Key Principal/Guarantor/Indemnitor pursuant to the Mortgage debts, or any other person;

(xvi) not guaranty, become obligated for, or hold itself out to be responsible for the debts or obligations of any other person or entity, or the decisions or actions respecting the daily business or affairs of any other person or entity, or pledge its assets for the benefit of any other person or entity; and

(xvii) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations.

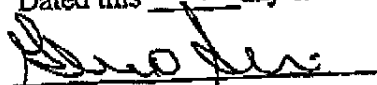
SECOND: Adoption of Amendment

The above amendment was duly and unanimously approved at a meeting, duly noticed and lawfully convened, of one hundred percent (100%) of the Shareholders of the corporation dated March 6, 2000. The number of votes cast for the amendment was sufficient for approval.

THIRD: The date of above amendment's adoption was March 6, 2000, effective same day.

FOURTH: The Secretary of the Corporation was instructed to file this Amendment with the Secretary of State, State of Florida.

Dated this 31 day of March, 2000.


Guillermo Sostchin
Secretary


Guillermo Sostchin
President

SWORN TO AND SUBSCRIBED BEFORE ME, this 4th April day of March, 2000 in Miami-

Dade County, Florida.


Lilian Arencibia
Notary Public, State of Florida

My Commission expires:



LILIAN ARENCIBIA
My Comm Exp. 8/27/02
by Service Inc.
No. CC572767
I am Personally Known [] Other



LILIAN ARENCIBIA
My Comm Exp. 8/27/02
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