

Division of Corporations

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BASIC AMENDMENT**CAL-GAT, INC.**

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S. PAYNE**JUN - 4 2001***Amend*

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**SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CAL-GAT, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Second Amendment to its Articles of Incorporation:

1. The name of the corporation is CAL-GAT, Inc. (the "Corporation").
2. The following amendment of the Articles of Incorporation was adopted by the sole shareholder and all of the Directors of the Corporation (the number of votes cast being sufficient for approval) by the Unanimous Written Consent of Directors and Sole Shareholder of the Corporation in Lieu of a Special Joint Meeting dated as of May 31, 2001 in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

ARTICLE XII entitled Single Purpose Entity is hereby amended to add the following paragraph:

"Notwithstanding anything set forth in this Article XII to the contrary, the Corporation, in its capacity as the sole general partner of the Partnership, may cause the Partnership to enter into the transaction evidenced by following documents: (a) a Note Modification Agreement dated effective as of March 27, 2001; and (b) a Limited Joinder Agreement dated effective as of January 28, 2000, including the execution and delivery of such documents on behalf of the Partnership and the performance of its obligations thereunder."

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

CAL GAT, INC., a Florida corporation

By: 

Patrick J. DiSalvo, Vice President

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