

# S55785

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BASIC AMENDMENT

BOCAL CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment

08/22/03

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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BOCAL CORPORATION

P. 02  
FILED  
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The undersigned does hereby certify as follows:

1. He is the Vice President of Bocal Corporation, a Florida corporation, whose original Articles of Incorporation were filed with the Department of State on May 29, 1991, and amended by Articles of Amendment to Articles of Incorporation dated June 10, 1998 and filed with the Department of States on June 11, 1998 ("Articles of Incorporation").

2. The following amendments to the Corporation's Articles of Incorporation were unanimously adopted by all of the Corporation's directors and shareholders on August 18, 2003, in accordance with Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that Article II of the Articles of Incorporation of this Corporation is hereby amended in its entirety to read as follows:

Article II  
Nature of Business

The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as San Marco Village Apartments (the "Property") and activities incidental thereto. For so long as the Corporation is indebted to Lehman Brothers Bank, FSB, or its successors and/or assigns ("Lender"), the Corporation shall be prohibited from incurring any additional indebtedness of any kind except indebtedness incurred in favor of Lender ("Indebtedness") and trade payables incurred in the ordinary course of business.

Prepared By:  
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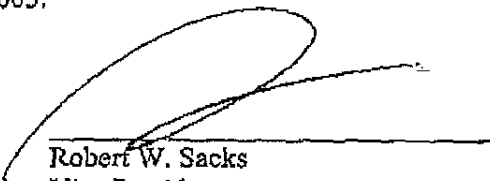
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P. 03

3. The consent of all holders of common stock in the Corporation to this amendment is sufficient for approval by such shareholders.

DATED as of the 22nd day of August, 2003.



Robert W. Sacks  
Vice President

[leggmason]bc-ataoi