

587474

Requester's
Address
City/State/Zip Phone #

800003294396--5
-06/16/00--01075--019
*****37.50 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

FILED
00 JUL 21 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

NEW FILINGS

- Profit, Not for Profit, Limited Liability, Domestication, Other

AMENDMENTS

- Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

OTHER FILINGS

- Annual Report, Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

Handwritten notes: 587474, Amendment, 7 pg, 7-21-00

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 3, 2000

BERNARDO KOPEL
2740 NW 112TH AVE.
MIAMI, FL 33172

SUBJECT: P.Z. DISTRIBUTION INCORPORATED
Ref. Number: S87474

We have received your document for P.Z. DISTRIBUTION INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please include the exhibit(s) referred to in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 000A00035609

7/18/2000

Please see attached revisions
As per your request.

Thank you

Marlene B. Prego

for Amadeo Lopez-Castro III, Esq.
901 Ponce De Leon Blvd., #304, Coral Gables, FL
33134

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
P.Z. DISTRIBUTION INCORPORATED**

Pursuant to the provisions of section 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of incorporation dated October 15, 1991 (the "Articles of Incorporation").

FIRST: The following amendments, additions and/or modifications to the Articles of Incorporation are hereby adopted:

I. Article II of the Articles of Incorporation is hereby deleted and the following substituted in lieu thereof:

NATURE OF BUSINESS: The nature of the business and the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of Tradezone Expo Associates (the "Partnership"), a general partnership whose purpose is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain real property located at 2700-2818 N.W. 112 Avenue, Miami, Florida and more specifically described on Exhibit "A" attached hereto and by this reference made a part hereof) together with all improvements located thereon (collectively, the "Property"). The Corporation shall exercise all powers enumerated in Chapter 607 Florida Statutes of the State of Florida (the "Code") necessary and convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

II. The following shall be added as Article VII of the Articles of Incorporation:

CERTAIN PROHIBITED ACTIVITIES. Notwithstanding any provision hereof to the contrary, if any indebtedness of the Partnership to The Prudential Insurance Company of America or its successors or assigns is outstanding (such indebtedness, the "First Mortgage"), the Corporation shall not incur any indebtedness and shall not cause the Partnership to incur, assume or guarantee any indebtedness, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (a) the First Mortgage; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not evidenced by a note and not more than 60 days past due.

If the First Mortgage is outstanding, the Corporation shall not and shall not cause the Partnership to: (1) dissolve or liquidate, in whole or in part, or consolidate or merge with or into any other Person or convey or transfer its properties or the Partnership's properties substantially as an entirety to any Person; (2) voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors; or (3) change its legal structure or amend these articles of incorporation, or change the legal structure of the Partnership or amend the partnership agreement of the Partnership, without first obtaining approval of The Prudential Insurance Company of America or its successors or assigns as lender under the First Mortgage.

III. The following shall be added as Article VIII of the Articles of Incorporation:

INDEMNIFICATION. The liability of a director of the Corporation to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director shall be limited to the fullest extent permitted under the Code, as amended. Notwithstanding any provision hereof to the contrary, any

FILED
JUL 21 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and all obligations of the Corporation to indemnify its directors and officers shall be fully subordinated to any obligations respecting the Partnership or the Property (including, without limitation, the First Mortgage) and, as long as the First Mortgage is outstanding, such indemnification shall not constitute a claim against the Corporation or the Partnership.

IV. The following shall be added as Article IX of the Articles of Incorporation:

SEPARATENESS COVENANT. Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these articles of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any other Person and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of any other Person.
3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions) and in authorizing such actions) shall observe all corporate formalities.
4. It shall observe all corporate formalities.
5. It shall not commingle its assets with those of any other Person.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from any other Person.
8. It shall pay any liabilities out of its own funds, including salaries of any employees) not funds of any other Person.
9. It shall maintain an arm's length relationship with its Parent and any Affiliate.
10. It shall not guarantee or become obligated for the debts of any other Person or hold Out its credit as being available to sari sf~ the obligations of others.
11. It shall use stationary, logos, invoices and checks separate from any other Person.
12. It shall not pledge its assets for the benefit of any other Person.
13. It shall not acquire obligations or securities of any other Person.
14. It shall not make loans to any other Person.
15. It shall correct any known misunderstanding regarding its separate identity.

16. It shall maintain adequate capital in light of its contemplated business operations.
17. It shall hold itself out as an entity separate from any other Person.
18. It shall file its tax returns separate from those of any other Person.

V. The following shall be added as Article X of the Articles of Incorporation

DEFINITIONS. For purpose of these Articles of Incorporation, the following terms shall have the following meanings:

"Affiliate" means any Person other than the Corporation or the Partnership (i) which owns beneficially, directly or indirectly through one or more intermediaries, more than ten percent (10%) of the common stock of the Corporation or the membership interests of the Partnership, or which is otherwise in control of the Corporation or the Partnership whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the outstanding voting shares are owned beneficially, directly or indirectly, by any Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

"Parent" means, with respect to a corporation, any other Person owning or controlling) directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, government or any agency or political subdivision thereof, or any other entity (or department or division of any of the foregoing).

VI. The following shall be added as Article XI of the Articles of Incorporation:

VOTING. Notwithstanding any provision hereof to the contrary, when voting on matters concerning the Partnership, notwithstanding that the Partnership is not then insolvent, the Corporation's directors shall take into account the interests of the Partnership's creditors.

VII. The following shall be added as Article XII of the Articles of Incorporation:

CONFLICT BETWEEN THE ARTICLES OF INCORPORATION AND THE BY-LAWS.

If any provisions of these articles of incorporation conflict with any provisions of the bylaws of the Corporation, these articles of incorporation shall govern.

VIII.

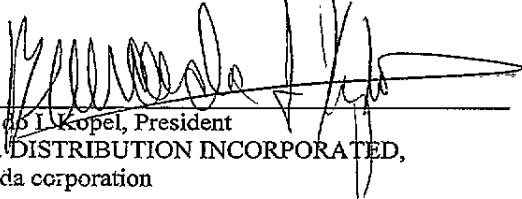
The following shall be added as Article XIII of the Articles of Incorporation

DUTIES OF DIRECTORS. In discharging their duties and in determining what is believed to be in the best interests of the Corporation the directors of the Corporation may consider all factors that such directors consider pertinent to the fullest extent permitted under the Code.

SECOND: The date of amendment(s) adoption is June 6, 2000.

THIRD: The amendment(s) were approved by the Board of Directors and shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

Signed this 6 day of June, 2000.



Bernard I. Kopel, President
of P.Z. DISTRIBUTION INCORPORATED,
a Florida corporation

EXHIBIT "A"

LEGAL DESCRIPTION:

Lots 4A, 5A, 6A, 7A, in Block 2, of FREE ZONE INDUSTRIAL PARK FOUR, according to the Plat thereof, as recorded in Plat Book 135, at Page 29, of the Public Records of MIAMI-DADE County, Florida.

FILED
00 JUL 21 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA