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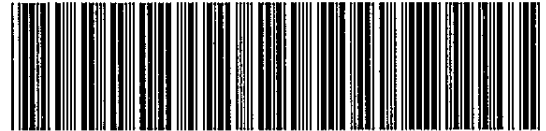
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04 JUL -2 PM 2:01  
STATE OF FLORIDA  
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July 2, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
WBMC Equity Corporation

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION**

**WBMC EQUITY CORPORATION  
DOCUMENT NUMBER V01284**

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04 JUL -2 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, WBMC EQUITY CORPORATION, a Florida corporation (the "Corporation"), by authority of its Board of Directors and with the approval of the Sole Shareholder of the Corporation, adopts the following amendment to its Article of Incorporation:

AMENDMENT:

The following new Article X is hereby added:

"Article X. Single Purpose Entity. Notwithstanding any other provisions of the Articles to the contrary, so long as the obligations of WBMC Investors, Ltd. (the "Partnership") (such obligations are referred to herein as the "Loan") secured by a first priority mortgage in favor of Wells Fargo Bank, National Association or its nominee and/or any successors or assigns thereof (referred to hereinafter collectively as the "Lender") remain outstanding and not discharged in full, the Corporation shall:

- a. be organized solely for the purpose of being the general partner of (the Partnership) (such purpose being collectively referred to herein as the "Project");
- b. not engage in any business unrelated to the Project;
- c. not have any assets other than the Project (and personal property incidental to the ownership, leasing and/or operation of the business of the Partnership);
- d. not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, or amendment of this Amendment without the prior approval of the Lender;
- e. without the unanimous consent of all of its directors, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
- f. not have any indebtedness other than (i) the Loan; and (ii) unsecured trade debt not to exceed \$50,000 in the aggregate, which is not evidenced by a note and is incurred in the ordinary course of its business in connection with owning, operating and maintaining the Project and is paid within 30 days from the date incurred;
- g. not fail to correct any known misunderstanding regarding the separate identity of the Corporation;
- h. maintain its accounts, books and records separate from any other person or entity;

- i. maintain its books, records, resolutions and agreements as official records;
- j. (i) not commingle its funds or assets with those of any other entity; and (ii) hold its assets in its own name;
- k. conduct its business in its own name;
- l. maintain its accounting records and other entity documents separate from any other person or entity;
- m. prepare separate tax returns and financial statements, or if part of a consolidated group, is shown as a separate member of such group;
- n. pay its own liabilities and expenses out of its own funds and assets;
- o. hold regular meetings, as appropriate, to conduct its business and has observed and will observe all corporate formalities and record keeping, as applicable;
- p. not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity other than in connection with the Loan;
- q. not acquire obligations or securities of its officers, directors or shareholders;
- r. allocate fairly and reasonably the costs associated with common employees and any overhead for shared office space and shall use separate stationary, invoices and checks;
- s. not pledge its assets for the benefit of any other person or entity;
- t. hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity;
- u. not make loans to any person or entity;
- v. not identify its officers, directors or shareholders, or any affiliates of any of the foregoing, as a division or part of it;
- w. not enter into or be a party to, any transaction with its officers, directors or shareholders or any affiliates of any of the foregoing, except in the ordinary course of its business pursuant to written agreements and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party;
- x. shall consider the interests of the creditors of the Corporation in connection with all corporate action;


y. pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations; and

z. maintain adequate capital in light of its contemplated business operations."

Effective Date of Amendment: May 28, 2004.

This amendment was approved by unanimous approval of the Sole Director and Sole Shareholder of the Corporation. The number of votes cast for the amendment by the directors and the shareholders was sufficient for approval.

Signed this 28th day of May 28, 2004.

  
\_\_\_\_\_  
MICHAEL E. SCHULTZ  
Sole Director and Sole Shareholder