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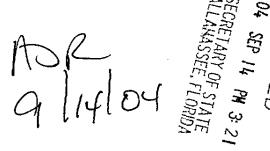


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DIVISION OF CHATGRATION



CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173 FILING COVER SHEET. ACCT. #FCA-14 **CONTACT:** TRICIA TADLOCK DATE: 09-14-04 **REF. #:** 0478.29869 CORP. NAME: CONAP CORPORATION () ARTICLES OF INCORPORATION (XX) ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION () TRADEMARK/SERVICE MARK () ANNUAL REPORT () FICTITIOUS NAME () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () REINSTATEMENT () MERGER () WITHDRAWAL () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 509 663 FOR \$ 43.75. **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:** _ COST LIMIT: \$____ PLEASE RETURN: () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY (XX) CERTIFIED COPY () CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONAP CORPORATIONALLANASSEE, FLORIDA

The undersigned does hereby certify as follows:

- 1. He is the Vice President of Conap Corporation, a Florida corporation, whose original Articles of Incorporation were filed with the Florida Department of State on February 24, 1992, and whose Amended and Restated Articles of Incorporation were filed with the Florida Department of State on August 28, 2001.
- 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 <u>27</u>, 2004, in accordance with Sections 607.0704 and 607.0821, Florida Statutes:

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

THIRD: The purposes of this Corporation shall be limited to owning, operating, managing and leasing the property commonly known as River Oaks Apartments (the "Property") and activities incidental thereto. For so long as the Corporation is indebted to Lehman Brothers Bank, FSB (together with any successor and/or assigns thereto, "Lender") under that certain \$11,000,000 mortgage loan (the "Indebtedness") made by Lender to the Corporation, the Corporation shall be prohibited from incurring any additional indebtedness of any kind except for: (a) indebtedness incurred in favor of Lender; and (b) trade payables incurred in the ordinary course of business.

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

DATED effective as of the 9th day of September, 2004.

Robert W. Sacks Vice President

Prepared By: James L. Purcell, Jr. Stoneburner Berry & Simmons, P.A. 841 Prudential Drive, Suite 1400 Jacksonville, Florida 32207 (904) 393-9000

Fla. Bar No.: 0090034