



V39895

ACCOUNT NO. : 072100000032

REFERENCE : 520389 121767A

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia P. [Signature]*

ORDER DATE : December 17, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 520389-005

CUSTOMER NO: 121767A

900003073729--1

CUSTOMER: Ms. Heather Irving -  
Karp & Genauer, P.a.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: NEW M & M CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

T. LEWIS DEC 17 1999  
EXAMINER'S INITIALS:

FILED  
99 DEC 17 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 DEC 17 AM 11:13  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
NEW M & M CORPORATION**

**FILED**  
99 DEC 17 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, NEW M & M CORPORATION, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation which were filed on June 1, 1992:

1. The following Article X is hereby added to the Articles of Incorporation of the Corporation, which Article X shall read as follows:

**ARTICLE X  
PURPOSE AND SEPARATENESS COVENANTS**

The purpose of this Corporation shall be to acquire, own, develop, operate, manage, lease, finance, sell, and otherwise act in connection with the Boca Greens Shopping Center located at 19575-19635 South State Road #7, Boca Raton, Florida 33498, and any and all activities and matters related thereto. In order to assure that the Corporation shall maintain itself separate and apart from any other persons and entities, the Corporation shall comply with the following:

1. Maintain its books and records separate from any other person or entity.
2. Not commingle its assets with those of any other person or entity.
3. Conduct its own business in its own name.
4. Maintain separate financial statements and pay its own liabilities out of its own funds.
5. Observe all corporate formalities.
6. Maintain an arms-length relationship with its affiliates.
7. Pay salaries of its own employees.
8. Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others.
9. Reasonably allocate any overhead for shared office space.
10. Use separate stationery, invoices and checks.

11. Not pledge its assets for the benefit of any other entity, other than in connection with the financing or refinancing of the Boca Greens Shopping Center.
12. Hold itself out as a separate entity.

2. The following Article XI is hereby added to the Articles of Incorporation of the Corporation, which Article XI shall read as follows:

### ARTICLE XI

#### UNANIMOUS CONSENT OF DIRECTORS

The unanimous consent of the directors of the Corporation shall be required for the following matters:

1. To file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.
2. To dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation.
3. To engage in any business activity other than activities relating to the Boca Greens Shopping Center.
4. To amend the articles of incorporation or bylaws of the Corporation.

The undersigned hereby certifies that the foregoing amendments to of the Articles of Incorporation of the Corporation were duly approved and adopted by the joint written consent of all of the shareholders and all of the directors of the Corporation dated December 15, 1999 in accordance with the Florida Statutes and the Bylaws of the Corporation.

The undersigned hereby certifies that the above Amendments were approved by all of the shareholders of the Corporation. The number of votes cast for the amendments were sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of NEW M & M CORPORATION, this 15 day of December, 1999.

NEW M & M CORPORATION, a Florida corporation

By: \_\_\_\_\_

Name: Frank Moya, M.D.

Title: President