

V60679



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 984112 7160058

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 5, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 984112-005

CUSTOMER NO: 7160058

CUSTOMER: Ms. Joanne M. Capuana  
David J. Wiener, P.a.  
2401 Pga Boulevard  
Suite 280  
West Palm Beach, FL 33410

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-10/05/98--01027--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: THE HARBOUR CENTER, INC.

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: Christopher Smith

EXAMINER'S INITIALS:

FILED  
98 OCT -5 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 OCT -5 AM 10:37  
DIVISION OF CORPORATION

See 10/5

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
THE HARBOUR CENTER, INC.

FILED  
98 OCT -5 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is THE HARBOUR CENTER, INC.
2. Article II of the Articles of Incorporation of THE HARBOUR CENTER, INC. is hereby amended to read as follows:

Article II. Purpose.

A. The sole purpose of the corporation shall be to acquire title to, and to hold, maintain, and operate the property known as Harbour Financial Center (the "Project"), together with such other activities as may be necessary or advisable in connection therewith. Notwithstanding anything contained herein to the contrary, the corporation shall not engage in any business, and it shall have no purpose, unrelated to the Project and shall not acquire any real property or own assets other than those related to the Project and/or otherwise in furtherance of the purposes of the corporation.

The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.

Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

For so long as the corporation shall be indebted to First Union National Bank, a national banking association, or its successors or assigns (collectively, the "Lender"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Affiliate, nor shall it make any loan to any Affiliate.

Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. Without limiting the generality of the foregoing, corporate funds shall not be commingled with those of any Affiliate and the corporation shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or

entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

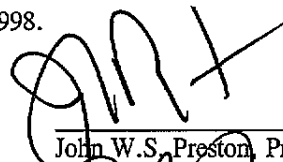
B. For so long as the corporation shall be indebted to Lender, and except as otherwise agreed or permitted by Lender, the corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

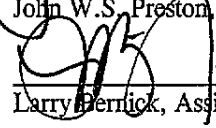
C For so long as the corporation shall be indebted to Lender, and except as otherwise agreed or permitted by Lender, the corporation shall not (i) liquidate or dissolve in whole or in part, (ii) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity, or (iii) amend or modify these Articles of Incorporation.

D. For so long as the corporation shall be indebted to Lender, and except as otherwise agreed or permitted by Lender, the corporation shall have no indebtedness or incur any liability other than (a) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business of operating the Project and (b) the loan made to the corporation by the Lender.

3. The foregoing amendment was adopted by the shareholders of this corporation on September 25, 1998.

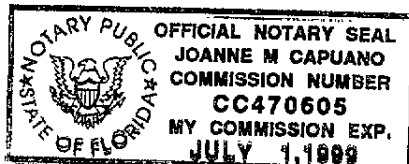
IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of this corporation have executed these Articles of Amendment this 29<sup>th</sup> day of September, 1998.

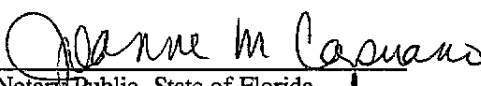
  
John W.S. Preston, President

  
Larry Bernick, Assistant Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of October, 1998, by John W.S. Preston, as President and Larry Bernick, as Assistant Secretary of The Harbour Center, Inc., on behalf of the corporation.



  
Notary Public, State of Florida  
My Commission Expires: 7-1-99