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BASIC AMENDMENT

VAL D'OR SHOPPING CENTRES, INCORPORATED

Certificate of Status	1
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Amendment
03-30-99
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VAL D'OR SHOPPING CENTRES, INCORPORATED**

Pursuant to the provisions of section 607.1006, Florida Statutes, the stockholder and directors of this corporation have adopted the following articles of amendment to its articles of incorporation:

FIRST: *Amendment adopted: Article VIII (CAPITAL STOCK) is hereby restated in its entirety to read as follows:*

"ARTICLE VIII - DIRECTORS

This corporation shall have one director. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one."

SECOND: *The date of this amendment's adoption: As of March 23 1999.*

THIRD: *This amendment was adopted by written consent of the shareholders and directors of this Corporation.*

Signed this 23 day of March, 1999.

Signature: *M. Dalfen*
Murray Dalfen, President

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TALLAHASSEE, FLORIDA

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