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(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

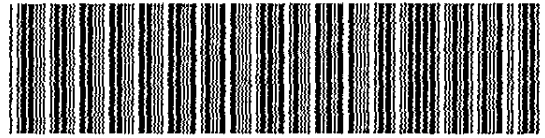
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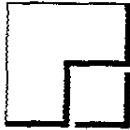
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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

02 DEC 30 PM 3:10

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The Related Group of Florida
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
Tel. (305) 460-9900, Fax (305) 460-9911

December 27, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Marsha,

Enclosed is a check covering the amendment to the partnership RELATED/GMN TEAL, LTD. We now only have one general partner, which is RELATED HOMESTEAD, INC. A copy of your letter requesting the amendment is enclosed. After RELATED/GMN TEAL, LTD. is reinstated, please reinstate TEAL POINTE ASSOCIATES, LTD. A copy of your letter is enclosed. If you have any questions, please call me at (305)460-9900.

Thanks,

Allen Smith, Asst. Controller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RELATED/GMN TEAL, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.019 of the Florida Revised Uniform Limited Partnership Act, Related Homestead, Inc., a Florida corporation, being the current General Partner of Related/GMN Teal, Ltd., a Florida limited partnership (the "Limited Partnership") and SF General, Inc., a Delaware corporation, which is withdrawing as a General Partner of the Limited Partnership, hereby amend and restate the Limited Partnership's Certificate of Limited Partnership which was originally filed with the Florida Department of State on December 14, 1993 and subsequently amended on November 12, 1997, to read as follows:

1. The name of the Limited Partnership is:

RELATED/GMN TEAL, LTD.
2. The office and principal place of business for the Limited Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145
3. The name and address of the agent for service of process on the Limited Partnership is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301
4. The name and address of the General Partner of the Limited Partnership is:

Related Homestead, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

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TALLAHASSEE, FLORIDA

- 5. The mailing address of the Limited Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145
- 6. The latest date upon which the Limited Partnership shall dissolve is December 31, 2033.
- 7. This Second Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have signed the Second Amended and Restated Certificate of Limited Partnership pursuant to the provisions of Sections 620.109 and 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: December 19, 2002

GENERAL PARTNER:

RELATED HOMESTEAD, INC., a Florida corporation

By: 
Name: ANGEL HERNANDEZ
Title: VICE - PRESIDENT