

A93000001343



ACCOUNT NO. : 072100000032

REFERENCE : 512164 4311473

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 105.00

FILED
APR -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 4, 2002

ORDER TIME : 1:53 PM

ORDER NO. : 512164-020

CUSTOMER NO: 4311473

600005193286--5

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

RECEIVED
02 APR -4 PM 2:57
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RELATED/GMN BISCAVNE, LTD.

BK

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

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

FILED
02 APR -4 PM 3:26
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 Biscayne, 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 BISCAYNE, 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 are:

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

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.

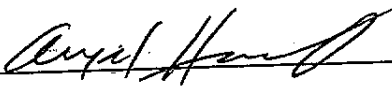
02 APR -4 PM 3:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: March 15, 2002

GENERAL PARTNER:

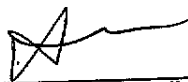
RELATED HOMESTEAD, INC., a Florida corporation

By: 
Name: ANGEL HERNANDEZ
Title: VICE - PRESIDENT

Dated: March 15, 2002

WITHDRAWING GENERAL PARTNER:

SF GENERAL, INC., a Delaware corporation

By: 
Name: Harry G. Alcock
Title: Executive Vice President