

A9500000941



ACCOUNT NO. : 072100000032
REFERENCE : 648714 7138820
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
97 DEC 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 24, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 648714-005

CUSTOMER NO.: 7138820

000002382130--9
-12/24/97--01043--031
*****35.00 *****35.00

CUSTOMER: Cathy Scott, Legal Assistant
Ruden Mcclosky Smith Schuster
Suite 800
222 Lakeview Avenue
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: TALLAHASSEE MALL PARTNERS,
LTD.

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: Cindy Harris

EXAMINER'S INITIALS:

CM

PROCESSED
97 DEC 24 AM 11:27
DIVISION OF CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the limited partnership is Tallahassee Mall Partners, Ltd. A95-941

2. The name and address of its present registered agent and registered office are:

HOMISCO Incorporation, Inc.
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

3. The name and street address to which its registered agent and registered office are to be changed are:

Corporation Service Company
120 Hays Street, Suite 105
Tallahassee, FL 33401

4. The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

5. Such change was authorized by resolution duly adopted by the General Partners.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 DEC 24 AM 10: 01
FILED

Dated: November 26, 1997

TALLAHASSEE MALL PARTNERS, LTD.
By: SGT CORP., Managing General Partner
By: _____
Gregory R. Greenfield, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0501 FLORIDA STATUTES.

CORPORATION SERVICE COMPANY

By: James B. Rozar
Dated: 12-24, 1997

James B. Rozar, As Its Agent

**WRITTEN CONSENT OF
THE GENERAL PARTNERS OF
TALLAHASSEE MALL PARTNERS, LTD.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the General Partners of Tallahassee Mall Partners, Ltd., a Florida limited partnership (the "Partnership"), hereby adopt the following resolutions:

RESOLVED, that the registered agent and registered office of the Partnership be changed to:

Corporation Service Company
120 Hays Street
Suite 105
Tallahassee, FL 33401;

and further

RESOLVED, that the President of SGT Corp. is hereby authorized and directed to execute and file with the Secretary of State's Office the Statement of Change of Registered Office and Registered Agent reflecting the appointment of the new registered office and registered agent on behalf of the Partnership.

SGT CORP.

Dated as of November 26, 1997

By: _____

Authorized Signatory

Gregory R. Greenfield, President

GSG LENCK CORPORATION

By: _____

Authorized Signatory

David A. Hocker, President

FILED
97 DEC 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA