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LAW OFFICES OF

HARVEY JAY SCHOLL

ATTORNEYS & COUNSELORS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARVEY SCHOLL

OF COUNSEL:
PETER TICKTIN

August 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****140.00 *****35.00

Re: Mantra Realty Corp.
Bell Tower, Inc.
Christopher Center, Inc.
Coventry Square, Inc.

Amend

Gentlemen:

Enclosed please find original and one copy of the Articles of Amendment to Articles of Incorporation for the above referenced corporations together with the required fee of \$35.00 each. Please return a certified copy of the Articles of Amendment to me at your convenience.

Sincerely,



HARVEY SCHOLL, ESQ.

HS/pbs

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Call Mantra Realty
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BELL TOWER, INC.**

Pursuant to Sections 607.1004 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Bell Tower, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment :

First: The name of the corporation is Bell Tower, Inc.

Second: Article II of the Articles of Incorporation shall be amended in its entirety to read as follows: Article II – Purpose is amended as follows:

1. The sole and exclusive purpose of the Corporation shall be the ownership and operation of its existing real and personal property located in Palm Beach County, Florida (the "Property") and any repair, replacement or improvement thereon.

2. The Corporation shall:

- a. maintain its books and records separate from any other person or entity;
- b. maintain its accounts separate from any other person or entity;
- c. not commingle assets with those of other entities;
- d. conduct its business in its own name;
- e. maintain separate financial statements;
- f. pay its own liabilities out of its own funds;
- g. preserve all corporate formalities; and
- h. consider the interests of all creditors in connection with all corporate actions.

3. The sole and exclusive indebtedness which the Corporation may incur shall be the indebtedness to GMAC Commercial Mortgage Corporation ("GMAC") or its assigns and operating expenses associated with the Property.

4. The Corporation shall be prohibited from dissolution, liquidation, merger consolidation or otherwise altering or amending its capital structure, including without limitation, the formation of any affiliates so long as the loan from GMAC or its assigns is unpaid.

5. The Corporation shall not have the requisite power or authority to file for bankruptcy or insolvency or to sell or otherwise dispose of substantially all of its assets or to amend its Articles of Incorporation so long as the loan from GMAC or its assigns is unpaid.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

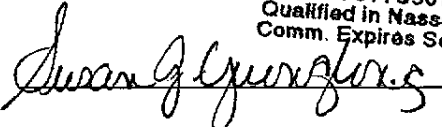
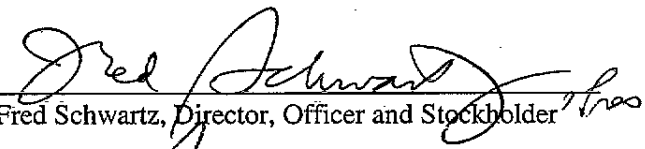
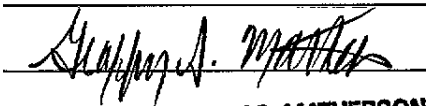
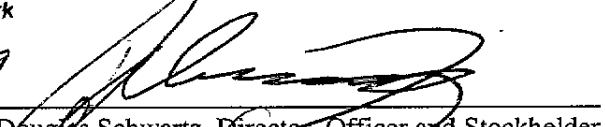
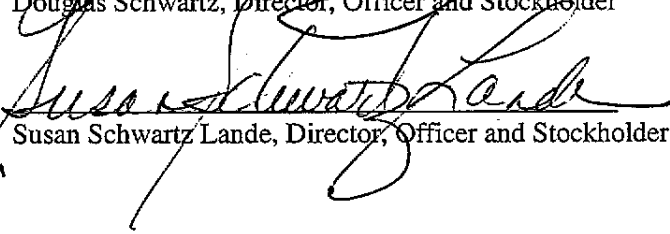
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6. By execution of these Amended Articles of Incorporation, the undersigned stockholder, being all of the stockholders of the Corporation, hereby consents to said amendment.

7. In the event of a conflict between the provisions of the Articles of Incorporation and any amendment thereto and the above Standard & Poor's criteria, said criteria shall have precedence and shall be controlling of the actions of the Corporation.

8. Except as amended herein, all other provisions of the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have executed these Amended Articles of Incorporation on August 14, 1998.

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|  _____ SUSAN G. YUENGLING NOTARY PUBLIC, State of New York No. 01YU5018445 Qualified in Nassau County Comm. Expires Sept. 27 1999 |  _____ Fred Schwartz, Director, Officer and Stockholder |
|  _____ GEOFFREY S. MATHERSON Notary Public, State of New York Qualified in Suffolk County No. 4733706 Commission Expires June 30, 1999 |  _____ Douglas Schwartz, Director, Officer and Stockholder |
| |  _____ Susan Schwartz Lande, Director, Officer and Stockholder |