

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NORTHWESTERN CAPITAL CORPORATION**

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
NORTHWESTERN CAPITAL CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida Profit Corporation adopts the following amendment to its articles of incorporation:

FIRST: The Articles of Incorporation of Northwestern Capital Corporation (the "Corporation") were originally filed with the Secretary of State on December 11, 1989, and were amended by those certain Amended and Restated Articles of Incorporation filed on January 19, 1995, and by those Second Amended and Restated Articles of Incorporation filed on January 26, 1995.

SECOND: The Corporation hereby amends ARTICLE FOURTH of the Second Amended and Restated Articles of Incorporation to change the name of its Registered Agent to conform with its most recent Annual Report, and to correct the street address of said Registered Agent:

The street address of the registered office of the Corporation is: 100 South Biscayne Boulevard, Suite 1100, Miami, FL 33131, and the registered agent at that address is Jerome Hollo.

THIRD: The Corporation hereby amends ARTICLE SIXTH of the Second Amended and Restated Articles of Incorporation as follows:

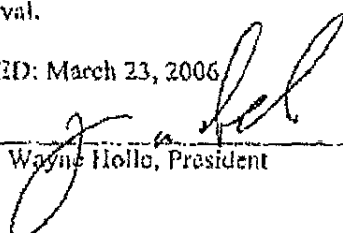
The purpose for which the Corporation is organized is limited solely to (i) owning, operating and managing One Bayfront Plaza, located at 100 South Biscayne Boulevard, Miami, Florida 33131, and entering into that certain Mortgage Loan (the "Mortgage Loan") with Transamerica Financial Life Insurance Company, a New York corporation (the "Lender"), and (ii) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing.

FOURTH: All other provisions of the Second Amended and Restated Articles of Incorporation remain in full force and effect.

FIFTH: The date of adoption of the amendment(s) was: March 23, 2006.

SIXTH: These amendments were adopted by the directors and shareholders of the Corporation. The number of votes cast for the amendments by the directors and shareholders were sufficient for approval.

DATED: March 23, 2006

BY: 
Wayne Hollo, President

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