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SOUTH BEACH PLAZA, INC.

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SOUTH BEACH PLAZA, INC.

South Beach Plaza, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation in accordance with Section 617.1006 of the Florida Not For Profit Corporation Act.

FIRST: The name of the Corporation is South Beach Plaza, Inc.

SECOND: Article IV of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE IV PURPOSES

This corporation is organized to operate solely for the benefit of, to perform the function of, and to carryout the purposes of Hebrew Homes of Miami Beach, Inc., a Florida not for profit corporation ("Supported Organization"), an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and will be supervised and controlled in connection with Supported Organization. Notwithstanding any other provision of these Articles of Incorporation of the Corporation (the "Articles"), the Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue law.

THIRD: The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by the board of directors of the Corporation as of the 24th day of September, 2008.

FOURTH: There are no members entitled to vote on the amendment. The amendment was duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 24th day of September, 2008.

SOUTH BEACH PLAZA, INC.

Name: William Zubkoff

Title: President

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