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BASIC AMENDMENT

REGENCY REALTY CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND
KRP
6-19

3

Fax Audit No. H00000032564

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
 REGENCY REALTY CORPORATION
 AMENDING THE DESIGNATION OF THE PREFERENCES, RIGHTS
 AND LIMITATIONS OF 1,502,532 SHARES OF
 SERIES 2 CUMULATIVE CONVERTIBLE REDEEMABLE PREFERRED STOCK
 \$0.01 Par Value**

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 TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act ("FBCA"), Regency Realty Corporation, a Florida corporation (the "Corporation"), does hereby certify that:

The Corporation was incorporated on July 8, 1993, effective July 9, 1993, under the name Regency Realty Corporation. By resolutions duly adopted on July 29, 1999, the Board of Directors of the Corporation has approved an amendment ("Amendment") to the Articles of Amendment to the Charter (the "Designation") designating the preferences, rights and limitations of 1,502,532 shares of Series 2 Cumulative Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series 2 Preferred Stock"). Pursuant to Section 9(c) of the Designation and pursuant to Sections 607.0704 and 607.1004 of the FBCA, the Amendment was approved by unanimous written consent of the holders of the outstanding shares of the Series 2 Preferred Stock effective November 2, 1999. The number of votes cast by such voting group was sufficient for approval of the Amendment by such voting group. No other voting group was entitled to vote on the Amendment.

The definition in the Designation of "Dividend Payment Date" is hereby amended to read in full as follows:

"Dividend Payment Date" shall mean the date on which any cash dividend is paid on the Common Stock."

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Corporation this 1st day of June, 2000.

REGENCY REALTY CORPORATION

By: 

Name: Bruce M. Johnson

Title: Executive Vice President and
Managing Director

[SEAL]