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**BASIC AMENDMENT**  
**REGENCY CENTERS CORPORATION**

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**REGENCY CENTERS CORPORATION**

**AMENDMENT TO ARTICLES OF INCORPORATION  
Deleting Authorization for Class B Non-Voting Common Stock  
and Series 1 Cumulative Convertible Redeemable Preferred Stock**

Pursuant to Section 607.1002 of the Florida Business Corporation Act ("FBCA"), Regency Centers Corporation, a Florida corporation (the "Corporation"), does hereby certify that:

**FIRST:** Pursuant to the authority expressly vested in the Board of Directors of the Corporation by Section 4.2 of the Restated Articles of Incorporation of the Corporation, as amended, and Section 607.0602 of the FBCA, the Board of Directors of the Corporation by resolutions duly adopted on September 23, 1998 classified 542,532 shares of the authorized but unissued Preferred Stock as a separate class designated as Series 1 Preferred Stock and set the preferences, rights, terms and conditions of the class of Series 1 Preferred Stock, including the requirement that all shares of Series 1 Preferred Stock that have been issued and reacquired by the Corporation shall be restored to the status of authorized but unissued shares of Preferred Stock of the Corporation, without designation.

**SECOND:** Pursuant to the authority expressly vested in the Board of Directors of the Corporation by Section 4.4 of the Restated Articles of Incorporation of the Corporation, as amended, and Section 607.0602 of the FBCA, the Board of Directors of the Corporation by resolutions duly adopted on October 23, 1995 and December 14, 1995 classified 2,500,000 shares of the authorized but unissued Special Common Stock as a separate class designated as Class B Non-Voting Convertible Common Stock and set the rights, terms and conditions of the Class B Non-Voting Convertible Common Stock, including the requirement that all shares of Class B Non-Voting Convertible Common Stock that have been converted, redeemed or otherwise reacquired by the Corporation shall be restored to the status of authorized but unissued shares of Non-Voting Common Stock of the Corporation, without designation.

**THIRD:** All 542,532 previously issued shares of Series 1 Preferred Stock have been converted, pursuant to their terms, to Series 2 Preferred Stock and, accordingly have been retired and restored to the status of authorized but unissued shares of Preferred Stock of the Corporation, without designation.

**FOURTH:** All 2,500,000 previously issued shares of Class B Non-Voting Convertible Common Stock have been converted, pursuant to their terms, to Common Stock and, accordingly have been retired and restored to the status of authorized but unissued shares of Non-Voting Common Stock of the Corporation, without designation.

**FIFTH:** this Amendment is being filed for the purpose of deleting the authority to issue Series 1 Preferred Stock and Class B Non-Voting Convertible Common Stock.

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This Amendment was approved by the Board of Directors by resolutions adopted September 23, 1998 as to the Series 1 Preferred Stock and by resolutions adopted October 23, 1995 and December 14, 1995 as to the Class B Non-Voting Convertible Common Stock. Shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed these Articles of Amendment this 30th day of October, 2001.

REGENCY CENTERS CORPORATION

By: Kathy Miller  
Kathy Miller, Vice President