

SEP. 10. 2004 10:55 AM

FOLEY LARDNER

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BASIC AMENDMENT

REGENCY CENTERS CORPORATION

Certificate of Status	0
Certified Copy	1
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Amend
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REGENCY CENTERS CORPORATION
AMENDMENT TO ARTICLES OF INCORPORATION

This corporation was incorporated on July 8, 1993 effective July 9, 1993 under the name Regency Realty Corporation. Pursuant to Sections 607.1003, 607.1004 and 607.1006, Florida Business Corporation Act, the following amendment to the Articles of Incorporation, as restated on November 4, 1996, was approved by the Board of Directors at a meeting held on November 4, 2004. Holders of the corporation's common stock, voting as a separate class, approved the amendments at a meeting held on April 28, 2004. Holders of the corporation's Series 3 Preferred Stock, voting as a separate class, approved the amendment at a special meeting held on September 10, 2004. The only voting groups entitled to vote on the adoption of the amendment consist of (1) the holders of the corporation's common stock and (2) holders of the corporation's Series 3 Preferred Stock, voting as separate classes. The number of votes cast by such voting groups was sufficient for approval by those voting groups. Section 4.1 of the Restated Articles of Incorporation of the corporation is hereby amended to read in full as follows:

"Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one hundred ninety million (190,000,000) shares (the "Capital Stock") divided into classes as follows:

- i. Thirty million (30,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and
- ii. One hundred fifty million (150,000,000) shares of voting common stock having a par value of \$0.01 per share (the "Common Stock"); and
- iii. Ten million (10,000,000) shares of common stock having a par value of \$0.01 per share (the "Special Common Stock") and which may be issued in one or more classes or series as further described in Section 4.4.

All such shares shall be fully paid and nonassessable."

IN WITNESS WHEREOF, the undersigned Senior Vice President of this corporation has executed these Articles of Amendment this ___ day of September, 2004



J. Christian Leavitt, Senior Vice President

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