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FLORIDA DIVISION OF CORPORATIONS
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NAME: FLAGLER DEVELOPMENT, INC.
AUDIT NUMBER.....H98000013836
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
FLAGLER DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Director/President, of FLAGLER DEVELOPMENT, INC., a Corporation organized under the laws of the State of Florida certifies that:

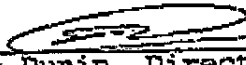
1. Amendment adopted: A new Article I - Address - The address of the Corporation is amended to 2951 South Bayshore Drive, Miami, Florida 33133:

2. Amendment adopted: Article IV - Initial Registered Office and Agent - The street address of the registered office of this corporation in the State of Florida shall be 2951 South Bayshore Drive, Miami, Florida 33133. The name of the registered agent of this Corporation at that address shall be Ricardo Dunin.

3. The date of the adoption of the above amendment is July 22, 1998.

4. The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of July, 1998.


Ricardo Dunin, Director/President X

Prepared by:
Stephen A. Freeman
520 Brickell Key Dr., Suite 0-305
Miami, Florida 33131
Florida Bar No.: 146795
(305) 374-3800

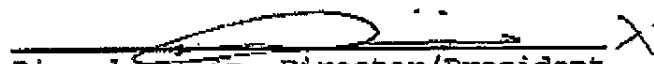
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and the name of the registered agent of the
corporation at that address is:

Ricardo Dunin

Dated: This 22nd day of July, 1998.


Ricardo Dunin, Director/President

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CONSENT ACTION OF THE DIRECTOR
OF FLAGLER DEVELOPMENT, INC.

The undersigned, being the sole Director/President of Flagler Development, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Articles I and IV, which will read as follows:

Article I :

The address of the principal office of the corporation shall be:

2951 South Bayshore Drive
Miami, Florida 33133

Article IV:

The street address of the registered office of the corporation shall be:

2951 South Bayshore Drive
Miami, Florida 33133

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Flagler Development, Inc.
2. The name and address of the Registered agent and office is: Ricardo Dunin, 2951 South Bayshore Drive, Miami, Florida 33133

Signature: _____

Ricardo Dunin

Title: President/Director

Date: July 22, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Ricardo Dunin

Date: July 22, 1998

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