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HOLLAND & BRIGGS 25-507

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City/State/Zip Phone #
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1110 Brickell Investors Corp. (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

FILED
98 OCT 23 PM 4 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk-in Pick up time 3:00 Certified Copy *of div's amendment and complete file*

Mail-out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

200002671102--6
-10/26/98--01002--007
*****43.75 *****43.75

200002671102--6
-10/23/98--01044--001
*****105.00 *****52.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input checked="" type="checkbox"/>	UCC

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 OCT 23 AM 10:34
DIVISION OF CORPORATION
10/23/98
AJR

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
1110 BRICKELL INVESTORS CORP.**

98 OCT 23 PM 4: 12
FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Pursuant to the provision of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, **1110 BRICKELL INVESTORS CORP.**, a Florida corporation (hereinafter, the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: **1110 BRICKELL INVESTORS CORP.**

SECOND: Article IX of the corporation's articles of incorporation hereby is amended to read in its entirety as follows:

"ARTICLE IX. NEGATIVE COVENANTS"

Notwithstanding any other provision of these Articles of Incorporation or any provision of law that otherwise so empowers the corporation, and so long as any obligations of the Company in favor of LEHMAN BROTHERS HOLDINGS INC. ("Lender") remain outstanding and not paid in full, including by reason of having been transferred by the Lender to an entity for rated securitization purposes, the corporation shall not, without the prior written consent of the holder of any such obligations, do any of the following:

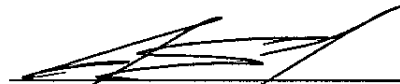
- A. engage in any business or activity other than those set forth in Article IV or amend Article IV hereof to change the purpose of the corporation as set forth therein;
- B. incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the mortgage given by the Company to the Lender and indebtedness permitted therein (including without limitation any cross-collateralized indebtedness) and debt incurred in the ordinary course of business;
- C. extend any indebtedness to any third party;
- D. dissolve or liquidate, in whole or in part;
- E. consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

- F. institute proceedings to be adjudicated bankrupt or insolvent or consent to the institution or bankruptcy or insolvency proceedings against the corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of property of the corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;
- G. change its principal place of business without providing Lender with at least thirty (30) days prior written notice of such change; or
- H. amend Articles IX or X of these Articles of Incorporation."

THIRD: The date of the Amendment's adoption is October 22, 1998. The Amendment shall be effective upon filing with the Florida Department of State.

FOURTH: Adoption of the Amendment was approved by the Board of Directors and Shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 22nd day of October, 1998.



Rodolfo Prio Teuzet,
Director, Treasurer and Secretary