



THE UNITED STATES
CORPORATION
COMPANY

A23835

52.50

ACCOUNT NO. : 072100000032

REFERENCE : 538460 81686A

AUTHORIZATION :

100002312491--9
-10/06/97--01097--011
*****210.00 *****52.50

COST LIMIT : \$ PPD

ORDER DATE : September 22, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 538460-025

CUSTOMER NO: 81686A

CUSTOMER: Ms. Linda C. Mayol
Keith Mack, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

C. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY _____
TOTAL 52.50
N. BANK _____
BALANCE DUE _____
DEFUND _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 30 PM 12:57

DOMESTIC AMENDMENT FILING

NAME: PEMBROKE PINES ASSOCIATES, L.P.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: RL

9/30/97
997A-00048145

CERTIFICATE OF AMENDMENT
TO THE
APPLICATION FOR REGISTRATION
AS A FOREIGN LIMITED PARTNERSHIP
OF
PEMBROKE PINES ASSOCIATES, L.P.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 30 PM 12:57

The undersigned sole general partner of Pembroke Pines Associates, L.P., a Delaware limited partnership authorized to transact business in the State of Florida (the "Partnership"), hereby amends the Application for Registration as a Foreign Limited Partnership of the Partnership (the "Application for Registration") as follows:

1. Name.

When transacting business in the State of Florida, the Partnership transacts such business under the name of Pembroke Pines Associates, L.P., Limited Partnership.

2. Date of Filing.

The Application for Registration was filed in the office of the Secretary of State of the State of Florida on December 17, 1986.

3. Amendment of Name of General Partner.

The Application for Registration is hereby amended to provide that H & G II Associates, L.L.C., a Delaware limited liability company authorized to transact business in the State of Florida, with an address of 955 Coney Island Avenue, Suite 200, Brooklyn, New York 11230, is the sole general partner of the Partnership.

M97000000657

4. Amendment of Principal Place of Business.

The Application for Registration is hereby amended to provide that the principal place of business of Pembroke Pines Associates, L.P., is 955 Coney Island Avenue, Suite 200, Brooklyn, New York 11230.

5. Amendment of Name and Address of Registered Agent.

The Application for Registration is hereby amended to provide that the name of the agent for service of process on the Partnership is Key Corporate Services, Inc., with an address of 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

K47-058

IN WITNESS WHEREOF, this Certificate of Amendment to the Application for Registration as a Foreign Limited Partnership of the Partnership has been duly executed by the sole general partner of the Partnership on this 24th day of September, 1997.

H & G II ASSOCIATES, L.L.C.

By: Jack A. Hidary, Member
JACK A. HIDARY, a Member

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 30 PM 12:57

The foregoing instrument was acknowledged before me this 24th day of September, 1997, by JACK A. HIDARY, as a Member of H & G II ASSOCIATES, L.L.C., a Delaware limited liability company authorized to transact business in the State of Florida, the sole general partner of PEMBROKE PINES ASSOCIATES, L.P., a Delaware limited liability company authorized to transact business in the State of Florida, on behalf of the limited partnership. He is personally known to me or has produced _____ as identification.

John H. Riley
NOTARY PUBLIC, STATE OF NEW YORK
Name: JOHN H. RILEY
Commission No. No. 31-4707103
My commission expires February 28th, 1998

[NOTARIAL SEAL]

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By: [Signature] 09/26/97
Vice President Date