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ACCOUNT NO. : 072100000032

REFERENCE : 452913 4311639

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ ~~35.00~~

ORDER DATE : July 7, 1997

52.50

ORDER TIME : 11:0 AM

ORDER NO. : 452913-005

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CUSTOMER NO: 4311639

CUSTOMER: Matt Anderson, Legal Assistant
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: RAHN BAHIA MAR, G.P., LTD.

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:

7/7/97
B/C
97 JUL -7 PM 12:23
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAHN BAHIA MAR, G.P., LTD.**

The undersigned, being the current general partner of Rahn Bahia Mar, G.P., Ltd., a Florida limited partnership (the "Partnership"), hereby adopts the following Amended and Restated Certificate of Limited Partnership of the Partnership pursuant to the terms of Section 620.109 of the Florida Revised Uniform Limited Partnership Act:

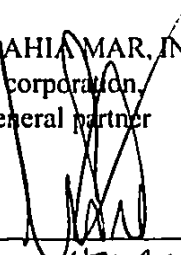
1. The name of the limited partnership is Rahn Bahia Mar, G.P., Ltd.
2. The date of filing of the Certificate of Limited Partnership of the Partnership (the "Certificate") with the Secretary of State of Florida is June 3, 1994.
3. The name of the General Partner is Rahn Bahia Mar, Inc., a Florida corporation. The business address of the General Partner is Rahn Bahia Mar, Inc., c/o Florida Panthers Holdings, Inc., 100 S.E. Third Avenue, Second Floor, Ft. Lauderdale, FL 33301.
4. The latest date upon which the Partnership will dissolve is December 31, 2014.
5. The Certificate is amended as follows:
 - a. The mailing address of the Partnership is: Rahn Bahia Mar, G.P., Ltd., c/o Florida Panthers Holdings, Inc., 100 S.E. Third Avenue, Second Floor, Ft. Lauderdale, FL 33301.
 - b. The address of the recordkeeping office of the Partnership in the State of Florida is Rahn Bahia Mar, G.P., Ltd., c/o Florida Panthers Holdings, Inc., 100 S.E. Third Avenue, Second Floor, Ft. Lauderdale, FL 33301.
 - c. The name and address of the registered agent for service of process on the Partnership is American Information Services, Inc., One S.E. Third Avenue, 27th Floor, Miami, Florida 33131

The execution of this Amended and Restated Certificate of Limited Partnership by the undersigned general partner of the Partnership constitutes an affirmation under penalties of perjury that the facts stated herein are correct.

Dated as of March 4, 1997

GENERAL PARTNER:

RAHN BAHIA MAR, INC.,
a Florida corporation,
as sole general partner

By: 
Name: WILLIAM M. PIERCE
Title: VICE PRESIDENT

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ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the foregoing designation as the agent for service of process on
Rahn Bahia Mar, Ltd., and agrees to act in that capacity.

American Information Services, Inc.

By: _____

Name: Jahan S. Islami

Title: Vice-President

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