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★ OF COUNSEL

September 30, 1998

Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

800002654568--3
-10/02/98--01070--006
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

800002654568--3
-10/02/98--01070--007
*****8.75 *****8.75

Enclosed please find the following:

1. Amendment to the Articles of Incorporation of Eric Realty Corp.
2. Original Articles of Amendment increasing the number of authorized shares of Eric Realty Corp.
3. Consent and Authorization of Shareholders of Eric Realty Corp.

I am enclosing a check in the amount of \$35.00 to amend the the Articles of Incorporation and a check in the amount of \$8.75 for a certified copy.

Very truly yours,

SIMON, SCHINDLER & SANDBERG, P.A.

Terri G. Sonn
Terri G. Sonn, Esq.
For the Firm

edelstei\secst.ltr

cc: Chuck Edelstein
Via Fax No. (305) 534-3680

Amend.
10-6-98
CC

FILED
98 OCT -2 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
ERIC REALTY CORPORATION**

1. The name of the Corporation is Eric Realty Corporation.
2. Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation. The Directors and Shareholders passed a Resolution changing the amount of common stock, and amending Article III of the Articles of Incorporation so that effective the 15th day of September, 1998 in lieu of its present language it shall read:

ARTICLE III

The aggregate number of shares which this corporation shall have authority to issue is 5000 shares of common stock, all of which are to have a par value of \$.01. Holders of common stock shall have no preemptive right to subscribe for or acquire additional shares of stock of the same or any other voting or non-voting class.

3. The president and secretary shall issue the new shares of stock only upon receipt of the proper consideration therefore.

4. This Amendment was adopted on the 15th day of September, 1998.

5. The Amendment was duly approved by the Shareholders in accordance with section 607.1006, Florida Statutes.

ERIC REALTY CORPORATION

By: _____

Name: _____

Title: _____

A.J. Edelstein

FILED
98 OCT-2 PM 5:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
INCREASING THE NUMBER OF AUTHORIZED
SHARES OF ERIC REALTY CORPORATION

TO: The Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation submits the following Articles of Amendment increasing the number of shares of the corporation:

1. The name of the Corporation is Eric Realty Corporation.
2. The increase in the number of authorized shares of the Corporation is 4,500.
3. The total number of authorized shares of the Corporation after giving effect to such increase is 5000.
4. The Amendment was authorized by the Board of Directors and all of the Shareholders. The number of votes cast for the amendment by the Shareholders was sufficient for approval of this Amendment.

Dated: 9/15/98

Eric Realty Corporation

By: *[Signature]*

Name:

Title: *[Signature]*

**CONSENT AND AUTHORIZATION
OF SHAREHOLDERS OF
ERIC REALTY CORPORATION**

We, the undersigned, constituting all of the shareholders of **ERIC REALTY CORPORATION**, a Florida corporation (the "Company"), hereby certify our consent that the Board of Directors of the Company are, and each of them is authorized and empowered in the name and on behalf of the Company to amend the Articles of Incorporation, Section III, to increase the number of shares from 50 to 5000.

Dated this 16 day of September, 1998.

| <u>No. of Shares</u> | <u>Percentage of Ownership</u> | <u>Shareholders</u> |
|----------------------|------------------------------------|---|
| 11 - 667 | <u>.486113</u> | <u>Bernard Edelstein</u> BERNARD EDELSTEIN |
| 11 - 333 | <u>.472221</u> | <u>Aaron J. Edelstein</u> AARON J. EDELSTEIN |
| 01 - | <u>.041667</u> | <u>Shepard Edelstein</u> SHEPARD EDELSTEIN |

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