

ECKERT SEAMANS CHERIN & MELLOTT, LC

ATTORNEYS AT LAW

257802

August 7, 1997

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002262072--6

-08/08/97--01113--001

***175.00 ***87.50

Re: *Articles of Amendment to Articles of Incorporation for "Guilford Realty Co." and "Rutherford Realty Co."*

Dear Sir/Madam:

Enclosed are two Articles of Amendment to Articles of Incorporation for "Guilford Realty Co." and Rutherford Realty Co., together with our check in the amount of \$175.00 payable to the Department of State representing the filing fees (\$50/each) and the Certified Copy fee (\$52.50/each). DO NOT SEND THE CERTIFIED COPIES TO THE ADDRESS OF THE PRINCIPAL OFFICES OF THE CORPORATIONS. We request that the Certified Copies be returned to us in the self-addressed, stamped envelope also enclosed for your convenience.

Thank you for your prompt attention to this request. If you have any questions, please call me at (305) 347-3856.

Sincerely,

Maria D. Lamas

Maria D. Lamas,
Legal Assistant

Miami

Pittsburgh

Harrisburg

Allentown

Philadelphia

Boston

Fort Lauderdale

Boca Raton

Tallahassee

Washington, D.C.

/mdl

Enclosures

cc: Mark I. Aronson, Esq. (w/o encls.)

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032197-0004

MARIA D. LAMAS, LEGAL ASSISTANT
305/ 347-3856

SECRETED
TALLAHASSEE, FLORIDA
97 AUG -8 PM 12:35
APPROVED
AND
FILED
16-6 copy
8-8-97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GUILFORD REALTY CO.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **Guilford Realty Co.**, a Florida corporation (hereinafter, the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

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

"ARTICLE IV

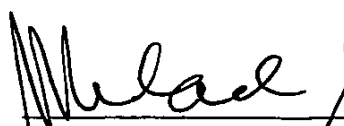
"The address of the principal office of the corporation is:

633 Third Avenue, 4th Floor
New York, New York 10021"

SECOND: The date of the Amendment's adoption is June 4, 1997. The Amendment shall be effective upon filing with the Florida Department of State.

THIRD: Adoption of the Amendment was approved by the Sole Shareholder which was sufficient for approval.

Signed this 4th day of June, 1997.


Michael Gutnick, President

97 AUG - 8
12:36
SECRETARY OF STATE
TALLAHASSEE
FLORIDA
APPROVED
AND
FILED