



THE UNITED STATES
CORPORATION
COMPANY

A23083

ACCOUNT NO. : 072100000032

REFERENCE : 483917 4320503

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 52.50

ORDER DATE : August 1, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 483917-005

000002256200--3

CUSTOMER NO: 4320503

CUSTOMER: Kay Torpey, Legal Assistant
The Trump Group
Four Stage Coach Run
P.O. Box 186
East Brunswick, NJ 08816

DOMESTIC AMENDMENT FILING

NAME: WILLIAMS ISLAND, A PRIVATE
CLUB, 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: Warren Whittaker

EXAMINER'S INITIALS:

8/4/97
WJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG-4 PM 3:19

RECEIVED
DIVISION OF CORPORATION
97 AUG-4 AM 11:25

Executed on this 8th day of August, 1997.

PRUDENTIAL REALTY ACQUISITION FUND
II L.P.

BY: PRUDENTIAL-BACHE PROPERTIES, INC.
GENERAL PARTNER

By: Eugen P. Borch
Vice President

BY: PRUDENTIAL REALTY PARTNERSHIPS,
INC., GENERAL PARTNER

By: William B. Smith
Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 12 AM 10:39

Prudential-Bache Properties, Inc.

State of New York)
) ss.:
county of New York)

Subscribed and sworn to before me this 11th day of August,
1997.

Cary Sue Savitz
Notary Public
Commission Expires:

Notary Seal

CARY SUE SAVITZ
Notary Public, State of New York
No. 31-4782189
Qualified in New York County
Commission Expires February 28, 1998

Prudential Realty Partnerships, Inc.

State of New York)
) ss.:
county of New York)

Subscribed and sworn to before me this 11th day of August,
1997.

Cary Sue Savitz
Notary Public
Commission Expires:

Notary Seal

CARY SUE SAVITZ
Notary Public, State of New York
No. 31-4782189
Qualified in New York County
Commission Expires February 28, 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: WILLIAMS ISLAND, A PRIVATE CLUB, LTD.
Ref. Number: A23083

We have received your document for WILLIAMS ISLAND, A PRIVATE CLUB, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

As discussed, I am returning BOTH Amended and Restated Certificates UNFILED.

Perhaps, they want us to file BOTH the JULY 28 version and the AUG 4 version.

But possibly the AUG 4 version was drawn up to completely replace the unfiled JULY 28 version.

Note that each version names a different LIMITED PARTNER.

Perhaps, your client doesn't want the JULY 28 version to be filed.

Please return whichever document or documents you wish to be recorded.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 397A00039501

RESUBMIT
Please give original
submission date as file
97 AUG -4 PM 3:19
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
97 AUG -6 PM 3:00
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 19 11 PM 3:19

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned parties, desiring to amend and restate the certificate of limited partnership of WILLIAMS ISLAND, A PRIVATE CLUB, LTD., a Florida limited partnership, hereby swear and affirm as follows:

1. The name of the limited partnership is Williams Island, A Private Club, Ltd. (the "Partnership").

2. The certificate of limited partnership of the Partnership was filed on August 19, 1986.

3. The name and address of the agent for service of process on the limited partnership is

Marc Bercoon, Esq.
7900 Island Boulevard
North Miami Beach, Florida 33160

4. The location of the office and the mailing address of the Partnership is 7900 Island Boulevard, North Miami Beach, Florida 33160.

5. The name and business address of each partner in the Partnership is as follows:

General Partner

WIP Holding, Inc.

4000 Island Boulevard
North Miami Beach, FL 33160

E9600005696

Limited Partner

Island Club Holdings, Inc.

4000 Island Boulevard
North Miami Beach, FL 33160

6. The latest date upon which the Partnership is to dissolve is September 30, 2036.

IN WITNESS WHEREOF, the partners of the Partnership have executed this Amended and Restated Certificate of Limited Partnership on August 4, 1997.

Witness:

Barbara Sweeney

Witness:

Barbara Sweeney

WIP HOLDING, INC.

By:

James Lieb
James M. Lieb
Executive Vice President

ISLAND CLUB HOLDINGS, INC.

By:

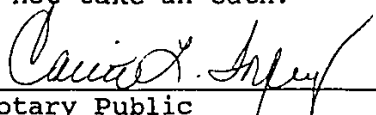
James Lieb
James M. Lieb
Executive Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -4 PM 3:19

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

The foregoing instrument was acknowledged before me this 4th day of August, 1997 by James Lieb, the Executive Vice President of WIP, Inc., general partner of WILLIAMS ISLAND, A PRIVATE CLUB, LTD., a Florida limited partnership, on behalf of said corporation. He is personally known to me and did not take an oath.


CARITE L. TORPEY
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 4, 1997 ²⁰⁰²



Notary Public
Name: Carite L. Torpey
My commission expires: 6/4/02
Commission No.: 2101001

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

The foregoing instrument was acknowledged before me this 4th day of August, 1997 by James Lieb, the Executive Vice President of Island Club Holdings, Inc., limited partner of WILLIAMS ISLAND, A PRIVATE CLUB, LTD., a Florida limited partnership, on behalf of said corporation. He is personally known to me and did not take an oath.



Notary Public
Name: Carite L. Torpey
My commission expires: 6/4/02
Commission No.: 2101001

CARITE L. TORPEY
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES JUNE 4, 1997 ²⁰⁰²

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
92 AUG - 4 PM 3:19