



A28418

ACCOUNT NO. : 072100000032

REFERENCE : 280224 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 105

ORDER DATE : March 4, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 280224-005

CUSTOMER NO: 4303929

300002108633--7

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: W-L BAY ASSOCIATES, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -4 PM 4:05

3/4/97
[Signature]

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
W-L BAY ASSOCIATES, LTD.**

FILED IN STATES
SECRETARY OF CORPORATIONS
91 MAR - 4 PM 1:00

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.109 of the Florida Statutes, the undersigned, being the General Partner of W-L BAY ASSOCIATES, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is W-L BAY ASSOCIATES, LTD.
2. The date of filing of the original Certificate of Limited Partnership was **June 1, 1989** under Document #**A28418**.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the addition of GB (MIAMI) OPERATING CORPORATION, a Delaware corporation as another General Partner of the Limited Partnership, so that the General Partners of the Limited Partnership are now:

**W-L BAY CORP., a Florida corporation, and
GB (MIAMI) OPERATING CORPORATION, a Delaware corporation.**

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on the 27 day of February, 1997.

GENERAL PARTNERS:

GB (MIAMI) OPERATING
CORPORATION
10777 Westheimer, Ste. 1000
Houston, TX 77042

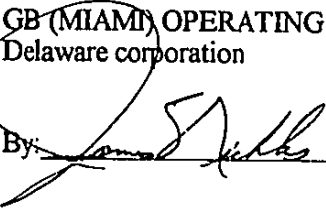
CURRENT GENERAL PARTNER:

W-L BAY CORP., a Florida corporation

By: 
President

NEW GENERAL PARTNER:

GB (MIAMI) OPERATING CORPORATION, a
Delaware corporation

By: 
Vice President