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KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.

ATTORNEYS AT LAW

2699 SOUTH BAYSHORE DRIVE

SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

BERNARD ALLEN  
RICHARD E. BERMAN  
W. TODD BOYD  
DAVID R. CASSETTY  
DAVID S. DROBNER  
ERICA L. ENGLISH  
MARC L. FAUST  
HOWARD L. FRIEDBERG  
CAROLE KENIN GANGUZZA  
ROBERT C. GRADY  
RICHARD B. IVANS  
MICHAEL D. KATZ  
MICHAEL I. KEAN  
ADAM J. LAMB  
MICHELE L. McNICHOL  
ANTHONY H. PELLE  
WILLIAM D. ROHRER  
JOHN R. SQUITERO  
JOSE I. VALDES  
ALBERTO J. XIQUES

DADE (305) 856-2444  
BOCA RATON (954) 781-4720  
BROWARD (954) 522-3636  
TELECOPIER (305) 285-9227

RONALD M. BARRON  
(1945-1994)

OF COUNSEL  
MILLICENT PELLE  
(308) 766-0405

VIA FEDERAL EXPRESS

March 28, 1997

Department of State  
Limited Partnerships Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: BAL HARBOUR SHOPS, LTD.  
Our File No. 02630002

400002129274--9  
-03/31/97--01164--006  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

97 MAR 31 PM 12:49  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Dear Sir or Miss:

Enclosed, for filing, please find the original and one copy of the Certificate of Amendment to Certificate of Florida Limited Partnership of Bal Harbour Shops, Ltd., together with our firm's check payable to the Florida Department of State in the sum of \$52.50.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A stamped, self-addressed envelope is provided for your convenience.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,

KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.

*Sue Zimmerman*

Sue Zimmerman, Paralegal

/sjz  
enclosures  
cc: William D. Rohrer, Esquire  
h:\...\balharb\02630002\asomltd.and

A92-254

3-31 KWM

**CERTIFICATE OF AMENDMENT  
TO CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
BAL HARBOUR SHOPS, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 31 PM 12:49

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 11, 1992, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** Amendment(s): Article 3 of the Certificate and Affidavit of Florida Limited Partnership of Bal Harbour Shops, Ltd. shall be amended to add the following as a General Partner:

**RANDALL A. WHITMAN  
9700 Collins Avenue  
Bal Harbour, Florida 33154**

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

**THIRD:**

General Partners:

  
WILLIAM F. WHITMAN

  
STANLEY F. WHITMAN

  
DUDLEY A. WHITMAN

New General Partner:

  
RANDALL A. WHITMAN