



**THE UNITED STATES
CORPORATION
COMPANY**

A93000000591

ACCOUNT NO. : 072100000032

REFERENCE : 633210

81522A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
97 DEC 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 12, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 633210-005

CUSTOMER NO: 81522A

600002370636--3

-12/12/97--01041--030

****105.00 ****105.00

CUSTOMER: Gerald J. Biondo, Esq
Murai Wald & Biondo
900 Ingraham Building
25 Southeast 2nd Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: THE CARLISLE AT LANTANA
LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

LP - 52.50
CERT 52.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

12/12/97

BK

RECEIVED

97 DEC 12 AM 11:30

DIVISION OF CORPORATIONS

RETHA DYER
305-358-5900

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CEN OFFICE BUILDING, LTD.

FILED
97 DEC 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned, as General Partner of THE CARLISLE AT LANTANA LIMITED PARTNERSHIP (the "Partnership"), pursuant to provisions of Section 620.109, Florida Statutes, amends that certain Certificate of Limited Partnership of CEN Office Building, Ltd. that was originally filed on June 3, 1993 and assigned document number A93000000591 and then subsequently amended on November 25, 1997 wherein the name of the Partnership was changed from CEN Office Building, Ltd. to THE CARLISLE AT LANTANA LIMITED PARTNERSHIP under document number H97000019619.

The purpose of this Amendment is to change the name of the Partnership back to CEN OFFICE BUILDING, LTD. and to reflect that the General Partner will be CEN OFFICE BUILDING, INC., essentially eliminating all that was effected with the Certificate of Amendment that was filed on November 25, 1997. Accordingly, the changes are as follows:

1. The name of the Partnership has been changed to "CEN OFFICE BUILDING, LTD."

The address of the Partnership is:

2400 S. Dixie Highway
Suite 200
Miami, FL 33133

3. The address of the office and address of the agent for service of process required to be maintained by Florida Statutes, Section 620.105 is:

2400 S. Dixie Highway
Suite 200
Miami, FL 33133

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.

FL Bar #: 154713

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

4. The name and principal place of business of the new General Partner is as follows:

CEN OFFICE BUILDING, INC.
2400 S. Dixie Highway
Suite 200
Miami, FL 33133

5. The mailing address for the Partnership is:

2400 S. Dixie Highway
Suite 200
Miami, FL 33133

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this ____ day of _____, 1997.

Current General Partner:

THE CARLISLE AT LANTANA, INC.

By:

Stewart Marcus

Stewart Marcus, President

New General Partner:

CEN OFFICE BUILDING, INC.

By:

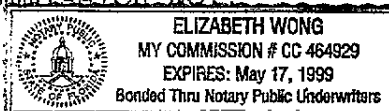
Stewart Marcus

Stewart Marcus, President

STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

11th The foregoing instrument was acknowledged before me this day of Dec., 1997 by STEWART MARCUS as President of THE CARLISLE AT LANTANA, INC., a Florida corporation, the General Partner of THE CARLISLE AT LANTANA LIMITED PARTNERSHIP, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

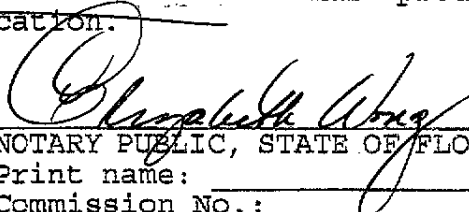
Elizabeth Wong
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____



My Commission expires:

STATE OF FLORIDA)
) : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
11th day of Dec., 1997 by STEWART MARCUS as
President of CEN OFFICE BUILDING, INC., a Florida corporation, the
General Partner of CEN OFFICE BUILDING, LTD., on behalf of the
corporation. He is personally known to me or has produced
as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:

G:\MARCUS\LANANA\CERT-AND.LAN



FILED
97 DEC 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA