

3/05/98

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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: VIA 313-1/2 WORTH AVENUE, LTD.
AUDIT NUMBER.....H98000004376
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..1 PAGES..... 3
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A94-401
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AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF

H98000004376 VIA 313-1/2 WORTH AVENUE, LTD.,
a Florida Limited Partnership

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The undersigned, pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, and specifically, Section 620.109 of the Florida Statutes, hereby duly executes and files with the Florida Department of State this Amended and Restated Certificate of Limited Partnership of Via 313-1/2 Worth Avenue, Ltd., which amends and restates in its entirety the Certificate of Limited Partnership which was filed with the Florida Department of State on March 28, 1994, as follows:

1. The name of the Limited Partnership is VIA 313-1/2 WORTH AVENUE, LTD. (the "Partnership").
2. The name and address of the agent for service of process on the Partnership is:

B & C Corporate Services, Inc.
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

3. The name and business address of the sole General Partner is:

Tricony Via Corp. - P98-20376
313 1/2 Worth Avenue
Suite B-1
Palm Beach, Florida 33480

4. The mailing address of the Partnership is:

313 1/2 Worth Avenue
Suite B-1
Palm Beach, Florida 33480

5. The latest date upon which the Partnership will dissolve is December 31, 2046.

6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

PREPARED BY:
Marwin S. Cassel, Esquire
Fla. Bar No. 0012713
Broad and Cassel
201 S. Biscayne Blvd., Ste. 3000
Miami, FL 33131
(305) 373-9400

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IN WITNESS WHEREOF, this Amended and Restated
Certificate of Limited Partnership has been executed by
the undersigned this 3 day of March, 1998.

NEW GENERAL PARTNER:

TRICONY VIA CORP.

By: Rick Torres
Rick Torres
President

WITHDRAWING GENERAL PARTNER:

TRICONY FLORIDA CORP.

By: Rick Torres
Rick Torres
President

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