



THE UNITED STATES
CORPORATION
COMPANY

A96000001294

ACCOUNT NO. : 072100000032

REFERENCE : 487291 4311473

AUTHORIZATION : Patricia Pizjuts

COST LIMIT : \$ 105.00

ORDER DATE : August 6, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 487291-005

200002259302--2

CUSTOMER NO: 4311473

CUSTOMER: Chava Genet, Esq
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: CONGRESS ASSOCIATES, LTD.

EFFECTIVE DATE:

XX ARTICLES 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 AUG -6 PM 1:01

RECEIVED
97 AUG -6 AM 10:45
DIVISION OF CORPORATION

8/6/97
Bh

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP OF
CONGRESS ASSOCIATES, LTD.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 AUG - 6 PM 1:01

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of CONGRESS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), do hereby execute and submit for filing with the Department of State, State of Florida this Certificate of Amendment to Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

CONGRESS ASSOCIATES, LTD.

2. The date of filing of the original Certificate of Limited Partnership was July 9, 1996.

3. The original Certificate of Limited Partnership is amended as follows:

Related Homestead, Inc., a Florida corporation, is hereby removed as a General Partner of the Partnership, and the following Florida corporation is admitted as a General Partner in its stead:

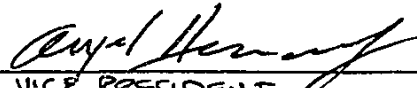
TRG CONGRESS, INC. P97000028373
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as General Partners of the Partnership pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

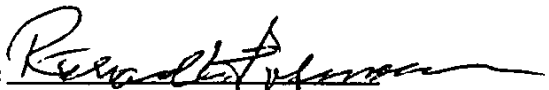
[ACKNOWLEDGEMENT APPEARS ON NEXT PAGE]

DATED: July 17, 1997

TRG CONGRESS, INC., a Florida
corporation, as General Partner

By: 
VICE PRESIDENT

NEW WORLD CENTER FOUNDATION,
INC., a Florida corporation
not-for-profit, d/b/a DOWNTOWN
MIAMI COMMUNITY DEVELOPMENT
COALITION, as General Partner

By: 

Richard Fosmoen, Executive
Director

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -6 PM 1:01