



THE UNITED STATES CORPORATION COMPANY

A9 70000000 33

ACCOUNT NO. : 072100000032

REFERENCE : 563752 7104837

AUTHORIZATION : *Patricia Puyat*

COST LIMIT : \$ 52.50

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 97 OCT 14 PM 2:15

ORDER DATE : October 14, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 563752-010

CUSTOMER NO: 7104837

400002319954--6

CUSTOMER: Mr. Mario A. Romine Turnberry Associates Suite 400 2875 N. E. 191st Street Aventura, FL 33180

797A00050226

DOMESTIC AMENDMENT FILING

NAME: TROPICAL MALL, LTD.

FILE FIRST

EFFECTIVE DATE:

RECEIVED 97 OCT 14 AM 10:46 DIVISION OF CORPORATIONS

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

*10/14/97
BPC*

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
OF
TROPICAL MALL, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 17 OCT 14 PM 2:15

Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Partnership Act, TROPICAL MALL, LTD. (the "Partnership") hereby adopts the following Certificate of Amendment.

1. The name of the Partnership is Tropical Mall, Ltd.
2. The date of filing of the Certificate of Limited Partnership was January 2, 1997.
3. Paragraph I of the Certificate of Limited Partnership of the Partnership is hereby amended so as to henceforth read as follows:

1. The name of the Limited Partnership is:

Aventura Mall Trust, Ltd.

AVENTURA MALL TRUST, INC., a Florida
corporation, general partner

By: 

Print Name: JACQUELYN SOFFER

As: PRESIDENT

A9700000033



ACCOUNT NO. : 072100000032

REFERENCE : 563752 . 7104837

AUTHORIZATION : *Patricia Pugh*

COST LIMIT : \$ 52.50

FILED STATE
SECRETARY OF CORPORATIONS
97 OCT 14 PM 2:27

ORDER DATE : October 14, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 563752-020

CUSTOMER NO: 7104837

500002819955-2

CUSTOMER: Mr. Mario A. Romine
Turnberry Associates
Suite 400
2875 N. E. 191st Street
Aventura, FL 33180

DOMESTIC AMENDMENT FILING

NAME: AVENTURA MALL TRUST, LTD.

EFFECTIVE DATE:

****FILE SECOND****

RECEIVED
97 OCT 14 AM 10:46
DIVISION OF CORPORATION

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: BM

10/14/97

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
AVENTURA MALL TRUST, LTD.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:27

1. The name of the Limited Partnership is:

AVENTURA MALL TRUST, LTD.

2. The Business Address of the Limited Partnership is:

c/o Shopping Center Management
2875 N.E. 191st Street
Suite 400
Aventura, FL 33180

3. The Name of the Registered Agent for Service of Process is:

Kenneth R. Bernstein, Esq.

4. The Florida Street Address for the Registered Agent is:

c/o Shopping Center Management
2875 N.E. 191st Street
Suite 400
Aventura, FL 33180

5.



(Registered Agent must sign here to accept designation as Registered Agent for Service of Process).

6. The Mailing Address of the Limited Partnership is:

c/o Shopping Center Management
2875 N.E. 191st Street
Suite 400
Aventura, FL 33180

7. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2035

8. The Name and Specific Address of the General Partner is:

AVENTURA MALL TRUST, INC.
a Florida corporation

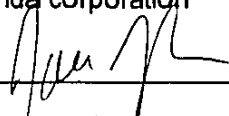
c/o Shopping Center Management
2875 N.E. 191st Street
Suite 400
Aventura, FL 33180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 OCT 11 PM 2:27

Signed this 9th day of October, 1997.

Signature of the General Partner:

AVENTURA MALL TRUST, INC.,
a Florida corporation

By: 

Print Name: JACQUELYN SOFFER

Title: PRESIDENT