

BUSCHMANN CARR & SHANKS
PROFESSIONAL CORPORATION

BRET S. CLEMENT

1020 MARKET TOWER • TEN WEST MARKET STREET
INDIANAPOLIS, INDIANA 46204-2963
(317) 636-5511 • FAX (317) 636-3661 • E-MAIL: bcs @ indy.net

C. SEVERIN BUSCHMANN
(1896-1980)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUL -3 AM 11:08

June 30, 2000

900003311709--5
-07/03/00--01112--005
*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Via: Overnight delivey

Dear Sir or Madame:

Enclosed for filing are an original and two copies of Articles of Amendment to Articles of Incorporation of Polacorp, Inc., which, among other things, change the name of the corporation to Regency Centre Investments, Inc. Also enclosed are our check for \$35.00 payable to the order of the Florida Department of State, together with a self-addressed stamped envelope for returning the file marked copy.

Very truly yours,

BUSCHMANN, CARR & SHANKS, P.C.

Bret S. Clement

Bret S. Clement

BSC/kc

*Cheryl gave authorization to
add date of adoption.
7/21 JB*

V. SHEPARD JUL 20 2000

Amend & n/c

V. SHEPARD JUL 20 2000

*FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 AM 11:08

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

POLACORP, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I
NAME OF BUSINESS

The name of the corporation shall be Regency Centre Investments, Inc.

ARTICLE II
NATURE OF BUSINESS

The sole purpose of the Corporation is to acquire, own, hold, maintain, and operate a real estate development known as Regency Centre located in Indianapolis, Indiana (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property. Notwithstanding anything contained herein to the contrary, the Corporation shall not engage in any business, and it shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Corporation. The Corporation shall have the power and authority to undertake any action as may be lawful under the laws of the State of Florida in furtherance of the foregoing purpose, including without limitation, the powers to mortgage and/or create security interests in the Property; to assign, transfer, convey, pledge, or otherwise alienate or dispose of the Property and any interest therein; enter into and perform and carry out leases, management agreements and other contracts relating to the Property; and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purpose, or the attainment of the objects or the furtherance of any of the powers set forth herein, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, the foregoing purpose and powers, provided the same are not inconsistent with the law of the State of Florida.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: _____


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) ~~was~~ were approved by the shareholders. The number of votes cast for the amendment(s) ~~was~~ were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30th day of June, 2000

Signature  _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

Christopher K. Polak
Typed or printed name

President
Title