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February 9, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RENSOR REALTY CORP.  
PO BOX 803  
KATONAH, NY 10536US

SUBJECT: RENSOR REALTY CORP.  
REF: J91239

**RESUBMISSION**  
PLEASE HONOR ORIGINAL  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please verify Article I as the name of the corporation because Article I and IV appears to state the same.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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Irene Albritton

FAX Aud. #: H07000036250  
P.O BOX 6327 - Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
RENSOR REALTY CORP.**

I, the undersigned, for the purposes of amending the Articles of Incorporation of **RENSOR REALTY CORP.** under the Corporation law of the State of Florida do hereby certify that at meeting of the Board of Directors duly called for the purpose of amending the Articles of Incorporation of **RENSOR REALTY CORP.**, the following amendments to the Articles of Incorporation were authorized:

**I. Article I. NAME:**

Article I is amended as follows: The principal place of business of the corporation is amended to be: **254 Katonah Avenue Katonah, New York 10536.**

**II. Article II. NATURE OF THE BUSINESS:**

Article II is deleted in its entirety and replaces as follows:

The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as **151-153 N. County Road, Palm Beach, Florida** and **801 East Las Olas Blvd. Ft. Lauderdale, Florida** (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of UBS Real Estate Securities Inc. and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

**III. ARTICLE III CAPITAL STOCK**

Article III is deleted in its entirety and replaces as follows:

The total number of shares which the Corporation shall have authority to issue is **100 shares of Common Stock, par value \$0.01 per share.**

**IV. ARTICLE IV ADDRESS**

Article IV is deleted in its entirety and replaces as follows:

The address of the Corporation's registered office in the State of Florida is c/o **Louis J. Carbone, P.A. 11 S. Swinton Avenue Delray Beach, Florida 33444.** The name of its registered agent at such address is **Louis J. Carbone, P.A.**

**V. ARTICLE VII DIRECTORS**

Article VII is modified as follows:

The address of the Directors is modified to be:

CHARLES ROSNER      PO Box 803, 254 Katonah Avenue  
Dir.                      Katonah, New York 10536.

FRANCES ROSNER      PO Box 803, 254 Katonah Avenue  
Dir.                      Katonah, New York 10536.

**VI. ARTICLE VIII OFFICERS**

Article VIII is modified as follows:

The address of the Directors is modified to be:

CHARLES ROSNER      PO Box 803, 254 Katonah Avenue  
Pres./Tres.              Katonah, New York 10536.

FRANCES ROSNER      PO Box 803, 254 Katonah Avenue  
V. Pres./Sec.              Katonah, New York 10536.

**VII ADDITIONAL ARTICLES**

The following Articles shall be added to the Articles of Organization:

X. The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

XI. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

XII: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Corporation Law of Florida, or (iv) for any transaction from which the director of the Corporation derived an improper financial benefit. If the Corporation Law of Florida is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Corporation Law of Florida as so amended. Any repeal or modification of this Article XII by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

XIII: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation
- (g) making any assignment for the benefit of the Corporation's creditors;  
or
- (h) taking any action or causing the Corporation to take any action in furtherance of any of the foregoing;

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article II;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets;

3. The Corporation shall :

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

(e) pay its own liabilities out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe all corporate or other organizational formalities;

(h) maintain an arm's length relationship with its affiliates;

(i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;

(j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(k) not acquire obligations or securities of affiliates or shareholders;

(l) not make loans to any other person or entity;

(m) allocate fairly and reasonably any overhead for shared office space;

(n) use separate stationery, invoices, and checks;

(o) not pledge its assets for the benefit of any other entity;

(p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and

(q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

IVX Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

**The foregoing Amendment to the Articles of Incorporation of RENSOR REALTY CORP. was adopted on January 31<sup>st</sup> 2007 by the Board of Directors of the Corporation and shareholder action was not required.**

IN WITNESS WHEREOF, I have hereunto set my hand this 31<sup>st</sup> day of January 2007  
and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are  
true.

  
CHARLES ROSNER, President/Director