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ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

L44815

April 27, 2000

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****105.00 *****35.00

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Articles of Amendment

Gentlemen:

Enclosed please find the three Articles of Amendment along with this firm's check in the amount of \$105.00 to cover the costs of filing same

Thank you for all of your assistance in connection with this matter. Should you have any questions concerning the foregoing, please call me at (561) 624-2988.

Sincerely,

DAVID J. WIENER, P.A.

Joanne M. Capuano

Joanne M. Capuano, Assistant

/jmc
Encl.

FILED
00 APR 28 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5-4
Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE BLUFFS SHOPPING CENTER CORPORATION

FILED
00 APR 28 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation The Bluffs Shopping Center Corporation.
2. Article III of the Articles of Incorporation is hereby restated as follows:

“The purpose of the Corporation shall be limited to owning its interest in the property commonly known as Bluffs Square Shopping Center (the "Property") and engaging in any and all activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except for mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Bank, FSB and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.”

3. Article IX of the Articles of Incorporation is supplemented by the addition of the following provisions:

“Internal Affairs of the Corporation:

A. For so long as the Indebtedness is outstanding and except as otherwise permitted and/or provided in the documents (the “Loan Documents”) which evidence, secure and/or relate to the Indebtedness, the Corporation shall not:

- (i) further amend the Articles of Incorporation;
- (ii) engage in any business activity other than as set forth in Article III; or
- (iii) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation’s assets.

B. For so long as the indebtedness is outstanding and except as otherwise permitted and/or provided in the Loan Documents, the Corporation shall:

- (i) not commingle its assets with those of any other entity and hold its assets in its own name;
- (ii) conduct its own business in its own name;
- (iii) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (iv) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

- (v) pay its own liabilities out of its own funds;
- (vi) maintain adequate capital in light of contemplated business operations;
- (vii) observe all corporate or other organizational formalities;
- (viii) maintain an arm's length relationship with its affiliates;
- (ix) (Intentionally Deleted);
- (x) 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;
- (xi) not acquire obligations or securities of affiliates or shareholders;
- (xii) not make loans to any other person or entity;
- (xiii) allocate fairly and reasonably any overhead for shared office space;
- (xiv) use separate stationery, invoices, and checks;
- (xv) not pledge its assets for the benefit of any other entity;
- (xvi) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (xvii) not identify itself or any of its affiliates as a division or part of the other."

4. The foregoing amendment was adopted by the shareholders of this corporation on April 25, 2000.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of this corporation have executed these Articles of Amendment this 25th day of April, 2000.



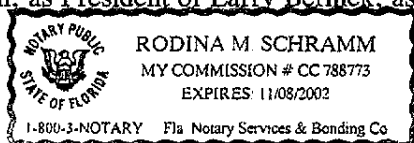
John W.S. Preston, President

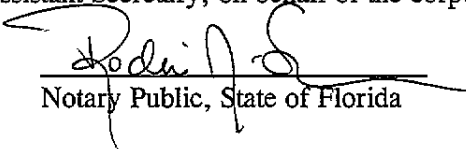


Larry Bernick, Assistant Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of April, 2000, by John W.S. Preston, as President of Larry Bernick, as Assistant Secretary, on behalf of the corporation.





Notary Public, State of Florida