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VIA FED EX

May 26, 1998

Secretary of State
409 Gaines Street
Tallahassee, Florida 32399

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-05/28/98--01005--004
*****52.50 *****52.50

Re: Ocala Springs Shopping Center, L.C.

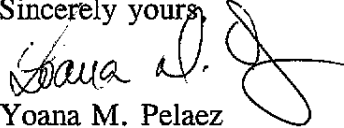
Gentlemen:

Please file the enclosed Amendment to Articles of Organization for Ocala Springs Shopping Center, L.C.

Enclosed is our check for \$52.50 made payable to Secretary of State.

If you have any questions please do not hesitate to contact our office.

Sincerely yours,


Yoana M. Pelaez
Legal Assistant

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Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**AMENDMENT TO ARTICLES OF ORGANIZATION FOR
OCALA SPRINGS SHOPPING CENTER, L.C.**

Pursuant to Florida Statute Section 608.411, OCALA SPRINGS SHOPPING CENTER, L.C., hereby files this Amendment to its Articles of Organization as follows:

1. The name of the company is OCALA SPRINGS SHOPPING CENTER, L.C..
2. The Articles of Organization of the Company were filed on April 9, 1998.
3. The Articles of Organization are hereby amended as follows:

a. Paragraph 2 is hereby amended to add the following paragraph:
Notwithstanding anything to the contrary contained in these Articles of Organization, the Managers and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or these Articles of Organization and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to Heller Financial Real Estate Services, Inc., a Delaware Corporation (and its successors and/or assigns, "Heller") except upon the express prior written consent of Heller. Further, the death, retirement, incapacity, insanity, expulsion or resignation of any Manager or Member shall not constitute an event of dissolution or termination of the Company or these Articles of Organization, except upon the express prior written consent of Heller. However, this paragraph shall cease to be of force and effect once the Company no longer has any outstanding indebtedness or other obligation with Heller, its successors and/or its assigns.

- b. Paragraph 3 (a) is hereby amended so as to provide as follows:

The sole purpose of the Company shall be to own, operate and maintain the property of the Company within the Ocala Springs Shopping Center, more particularly described in Exhibit A attached hereto, including any purposes incidental thereto.

- c. Paragraph 7 is hereby amended to provide as follows:

The powers to adopt alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company, subject to the prior written consent of Heller if and

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when required thereunder, provided Heller's consent shall not be required once the Company no longer has outstanding indebtedness or other obligation with Heller, its successors and/or its assigns.

d. Paragraph 9 is hereby amended to provide as follows:

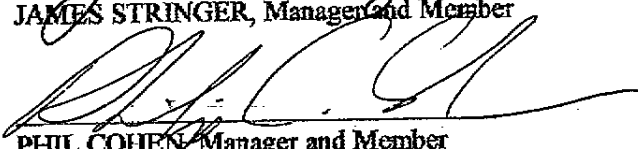
Amendment of Articles of Organization. Any Amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company, provided that Paragraphs 2, 3 7 and 9 of these Articles of Organization shall not be amended without the prior written consent of Heller, provided such consent shall not be required once the Company no longer has any outstanding indebtedness or other obligation with Heller, its successors and/or its assigns. In the event a new Member is added by such Amendment, it shall be also signed by the Member to be added.

In all other respects, the Articles of Organization as originally filed shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Managers and Members of the Company have hereunto set their hands and seals this 20 day of May, 1998.


STEPHEN A. CHETEK, Manager and Member


JAMES STRINGER, Manager and Member


PHIL COHEN, Manager and Member

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