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REFERENCE : 544880 4303929
AUTHORIZATION : Patricia Pizutti
COST LIMIT : \$ 87.50

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ORDER NO. : 544880-005
CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

100002304811--8

DOMESTIC AMENDMENT FILING

NAME: CITIZENS FOR THE BETTERMENT
OF CORAL GABLES - VISION 21,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS

97 SEP 26 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/26
Andrew Cumper
C.C.
97 SEP 26 PM 12:27
COMMISSIONER OF REGISTRATION

FILED

97 SEP 26 PM 3:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CITIZENS FOR THE BETTERMENT OF CORAL GABLES - VISION 21, INC.**

Pursuant to Sections 617.1001, 617.1002(1)(b) and 617.1006 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is CITIZENS FOR THE BETTERMENT OF CORAL GABLES - VISION 21, INC.
2. The Corporation's Articles of Incorporation are hereby amended by deleting therefrom the existing ARTICLE III in its entirety and substituting therefor the following new ARTICLE III:

"ARTICLE III-PURPOSE

"The purposes for which this Corporation is organized are to do any and all things that a corporation not for profit organized and existing under the laws of the State of Florida lawfully may do, and principally to undertake activities that include, but are not limited to, responsibly promoting economic growth, revitalization and controlled development of the City of Coral Gables, creating the proper balance between economics and quality of life. Toward that end, and without limiting the foregoing, the Corporation shall be empowered to:

"1. Take and hold, by bequest or gift, grant, purchase, lease or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;

"2. Contract for the operation or management of all or any part of its facilities and/or for professional services as needed;

"3. Advertise and promote within or without the State as to the facilities and activities of the Corporation;

"4. Sell, convey, or otherwise dispose of, any property, and invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner

as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

"5. Receive income from various sources, including fees, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the board of Directors, advice and guidance of a Certified Public Accountant, and other professional advice as warranted;

"6. Pay reasonable compensation for services rendered to the Corporation, and make payments and distributions in furtherance of the purposes set forth herein;

"7. Have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided;

"8. Alone, or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation; and

"9. To the extent permitted by law, exercise its rights, powers and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies in any part of the world."

3. The Corporation has no members. The above and foregoing was adopted by the Corporation's Board of Directors on Sept 19, 1997.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment, this 19 day of September 1997.

**CITIZENS FOR THE BETTERMENT
OF CORAL GABLES - VISION 21, INC.**

By: Mary Ann Polizzi
Mary Ann Polizzi, Chairman