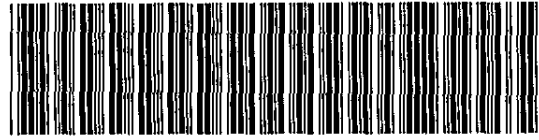


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Amend

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TALLAHASSEE, FLORIDA

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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

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- Certified Copy

Type of Document

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- Articles Only
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- Fictitious Name Certificate
- Other

NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
MDC WESTGATE CORP.**

**FILED
04 SEP 14 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

MDC WESTGATE CORP., a Florida corporation (the "Corporation"), under its corporate seal and the hands of its President, CRAIG I. MENIN, hereby certifies that:

Upon the proposal of the Board of Directors of the Corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the Corporation, to wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of MDC Westgate Corp., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on January 28, 2000, be amended as follows:

ARTICLE I

The second line of Article I is hereby deleted in its entirety and replaced with the following: "The principal business address or mailing address of the corporation is: c/o Menin Development Companies, The Grand Bank Center, 3501 PGA Boulevard, Suite 201, Palm Beach Gardens, Florida 33410."

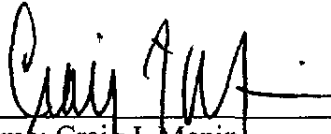
ARTICLE III

The second line of Article III is hereby deleted in its entirety and replaced with the following: "The following provisions shall only be applicable to the corporation for the duration of (i) that certain mortgage loan by and between The Chase Manhattan Bank, or its assignee, as Mortgagee, and MDC Westgate Ltd., ("Mortgagor"), (ii) that certain Defeasance Pledge and Security Agreement by and between Mortgagor, as Pledgor, GMAC Commercial Mortgage Bank, as Pledgee, and Wells Fargo Bank, N.A., as Intermediary, and (iii) that certain mortgage loan by and between GMAC Commercial Mortgage Bank and MDC Westgate Ltd. ((i), (ii) and (iii) collectively, the "Loan")."

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IN WITNESS WHEREOF, the Corporation has caused this Amendment to Articles of Incorporation to be signed in its name by its President this 9th day of September, 2004.

MDC WESTGATE CORP., a Florida corporation

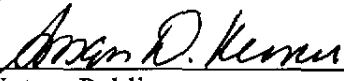
By: 
Name: Craig I. Menin
Title: President

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was acknowledged before me by Craig I. Menin, President of MDC Westgate Corp., on behalf of said corporation, who is personally known to me, this 9th day of September, 2004.

(NOTARY SEAL)


Notary Public

Print Name: Susan D. Keener

Commission Number:

My Commission Expires:



Susan D. Keener
Commission #DD312382
Expires: Apr 20, 2008
Bonded Thru
Atlantic Bonding Co., Inc.