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Corporation(s) Name

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Pennsylvania Mall Holdings

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PENNSYLVANIA MALL HOLDINGS, INC.**

The undersigned, desiring to amend the Articles of Incorporation of Pennsylvania Mall Holdings, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.1006 of the Florida Business Corporation Act, as amended, does hereby certify:

FIRST: The second paragraph in Article 6 is hereby deleted and in its stead the following shall be inserted:

"The Corporation shall serve as the managing member of Pennsylvania Mall Holdings, L.L.C. (the "LLC"), a Florida limited liability company, as long as that certain Junior Loan, as defined in the Participation Agreement between Pennsylvania Mall Holdings, Ltd. (the "Partnership") and Lehman Brothers Holdings Inc., doing business as Lehman Capital, a division of Lehman Brothers Holdings Inc. ("LBHI"), and evidenced by that certain promissory note (the "Note") in the original principal amount of Twelve Million Five Hundred Thousand Dollars (\$12,500,000) in favor of LBHI, is outstanding."

SECOND: Paragraph (5) in Article 7 is hereby deleted and in its stead the following shall be inserted:

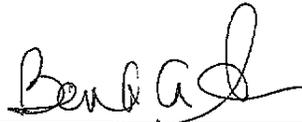
"The Corporation will not incur any obligations other than obligations on behalf of the LLC as the manager of the LLC under the Participation Agreement, the Junior Loan Documents (as defined therein), the Certificate, the Pledge Agreement, and the Repairs Agreement, all in favor of LBHI."

THIRD: Paragraph (16) in Article 7 is hereby deleted and in its stead the following shall be inserted:

"The Corporation will not pledge its assets for the benefit of any other person other than in connection with the Loan (as defined in the Participation Agreement), the Junior Loan, the Certificate, the Pledge Agreement, and the Repairs Agreement, all in favor of LBHI."

FOURTH: These Articles of Amendment was adopted by the sole incorporator without shareholder action and shareholder action was not required.

IN TESTIMONY WHEREOF, the Sole Incorporator of the above named corporation has hereunto set her hand this 9th day of May, 2000.



\_\_\_\_\_  
Barbara A. Smith, Sole Incorporator