

MAY. 26. 2004 9:27AM

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

444 BRICKELL MANAGER CORP.

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Page Count	034
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Amend
JPM
5/26/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 25, 2004

444 BRICKELL MANAGER CORP.
444 BRICKELL AVE.
SUITE 900
MIAMI, FL 33131

SUBJECT: 444 BRICKELL MANAGER CORP.
REF: P01000045968

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Michelle Milligan
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Letter Number: 304A00036669

H04000111916.3

SECOND ARTICLES OF AMENDMENT**TO****ARTICLES OF INCORPORATION****OF****444 BRICKELL MANAGER CORP.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the Articles of Incorporation (the "Articles of Incorporation") of 444 Brickell Manager Corp., a Florida corporation (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is 444 Brickell Manager Corp.

SECOND: The following amendments to the Articles of Incorporation were adopted by unanimous written consent of the shareholders and the board of directors of the Corporation, in accordance with Sections 607.1003, 607.0704 and 607.0821 of the Florida Statutes on May 24th, 2004, and the number of votes cast for the amendments by the shareholders was sufficient for approval.

THIRD: Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE II ADDRESS

The principal office and mailing address of the Corporation is: 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

FOURTH: Article VI of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE VI REGISTERED AGENT AND OFFICE

The Corporation designates Stuart K. Hoffman, Esq., with an address at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as the registered agent of the Corporation.

FIFTH: Article IX of the Articles of Incorporation is hereby deleted in its entirety.

[Signature page follows.]

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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

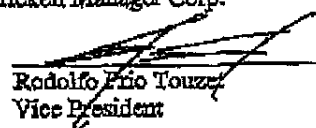
NO. 720 P. 4

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Signed and dated this 24th day of May, 2004.

444 Brickell Manager Corp.

By:


Rodolfo Eric Touze
Vice President

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