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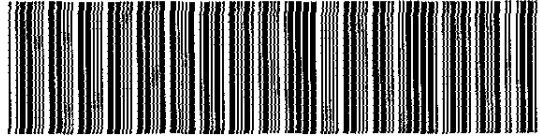
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*Amend
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FILED
06 APR 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/27/06--01021--004 **52.50

***3695 West Flagler Street Property Inc
3191 Coral Way, Suite 1008
Miami, FL 33145***

***Phone: (305) 479-8999
Fax: (305) 538-2899***

April 25, 2006

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation and
Certificate of Good Standing

To Whom It May Concern:

Enclosed please find a copy the Articles of Amendment to Articles of Incorporation of **3695 West Flagler St., Property, Inc.** The Corporation's document # is: **P01000071669**. Please file this document with your Department and send us a certified copy of the document. We would also like to request a Certificate of Good Standing for the Corporation and a certified copy of the Articles of Incorporation.

Enclosed please find a check for \$52.50. to cover the filing fee for the Articles of Amendment to Articles of Incorporation, the cost of the Certificate of Good Standing and the cost of the certified copies requested. In addition, please use the attached prepaid FedEx shipping label and reuseable FedEx envelope to return the documents.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,



Daniel Stone

DES:ls

Articles of Amendment
to
Articles of Incorporation
of

FILED
06 APR 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3695 West Flagler St., Property, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

P01000071669
(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

3695 WEST FLAGLER ST. PROPERTY, INC.

(1) ARTICLE TWO of the Articles of Incorporation is deleted in its entirety and replaced with the following:

The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as 3695 West Flagler Street, Miami, Florida (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Bear Stearns Commercial Mortgage, Inc. and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

(2) ARTICLE TWELVE of the Articles of Incorporation is added as follows:

The following provisions regulate the internal affairs of the Corporation:

I. A unanimous vote of the Board of Directors is required to take any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
- (g) making any assignment for the benefit of the Corporation's creditors; or
- (h) taking any action or causing the Corporation to take any action in furtherance of any of the foregoing;

II. For so long as the Indebtedness is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article TWO; or

- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

III. For so long as the indebtedness is outstanding, the Corporation shall:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

IV. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

The date of each amendment(s) adoption: April 24, 2006

Effective date if applicable: April 24, 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

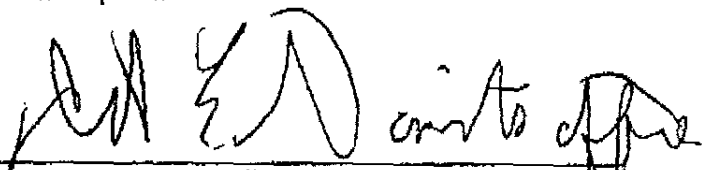
☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David Stone

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE: \$35