

Division of Corporations

Page 1 of 2

P0200078307

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

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Account Name : FIELDSTONE LESTER SHEAR & DENBERG
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

WHITEHALL REAL ESTATE CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

ANC
REC 7/24

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

WHITEHALL REAL ESTATE CORP.
5930 N BAY RD
MIAMI BEACH, FL 33140

SUBJECT: WHITEHALL REAL ESTATE CORP.
REF: P02000078307

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number. _____

If shareholder approval was not required, a statement to that effect must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000170931
Letter Number: 302A00045028

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CERTIFICATE OF AMENDMENT**OF****WHITEHALL REAL ESTATE CORP.**

The undersigned, Ronald R. Fieldstone, Secretary of WHITEHALL REAL ESTATE CORP., a corporation organized under the laws of the State of Florida on July 18, 2002, hereby certifies that on July 19, 2002, the Shareholders of the Corporation owning a majority of the outstanding common stock of WHITEHALL REAL ESTATE CORP., have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was sufficient for approval.

1. ARTICLE I - Name, be and it hereby is amended to read as follows:

WHITEHALL HOLDINGS USA CORP.

2. Directors of the Corporation have also approved this Amendment.

IN WITNESS WHEREOF, the undersigned Secretary of this Corporation has executed this Certificate of Amendment this 24th day of July, 2002

WHITEHALL REAL ESTATE CORP.

By: Ronald R. Fieldstone, Secretary