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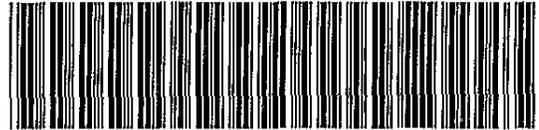
(Business Entity Name)

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DIVISION OF REVENUE
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Amend.

V SHEPARD JAN 28 2003

LAW OFFICES

Camner, Lipsitz and Poller

PROFESSIONAL ASSOCIATION

SUITE 700

550 BILTMORE WAY

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4994
FAX (305) 442-2389

January 16, 2003

Office of the Secretary of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Articles of Amendment for BU REIT, INC.*

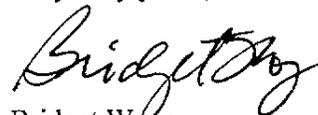
Dear Sir or Madam:

Enclosed please find one executed Articles of Amendment for BU REIT, INC. for filing and one copy to be certified. We are also including a check in the amount of \$43.75: \$35.00 in payment of the required filing fee and \$8.75 for a certified copy.

Kindly return the certified copy of the Articles of Amendment to the undersigned in the enclosed self-addressed, stamped envelope.

We appreciate your attention to this matter. If further information should be provided, please do not hesitate to contact us.

Very truly yours,


Bridget Wong

BAW/liz
Enclosures

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BU REIT, INC.

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DIVISION OF CORPORATIONS
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1. The name of the corporation is **BU REIT, INC.** (the "Corporation"), a Florida corporation.
2. The text of the amendments adopted are as follows:
 - a. The first paragraph of Article II, "Capital Stock," of the Articles of Incorporation is amended to provide in its entirety as follows:

The aggregate number of shares of all classes of capital stock which the Corporation has authority to issue is 3,000 shares, which shall consist of 1,500 shares of Common Stock, \$.01 par value per share ("Common Stock"), and 1,500 shares of preferred stock, \$.01 par value per share ("Preferred Stock"). No shareholder of any capital stock of the Corporation shall have any preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation. In addition, all shares of capital stock of the Corporation shall be subject to the provisions of Article II.C through II.K of this Article II, in accordance with the terms specified therein.

- b. The second and third paragraphs of "Exhibit "A" Statement of Designation of Noncumulative Perpetual Preferred Stock, Series A of BU REIT, Inc." are amended to provide in their entirety as follows:

That pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation, acting by written consent in lieu of a meeting of the Board, the Board has adopted resolutions allocating 1,500 shares of the authorized shares of the Corporation's Preferred Stock, \$.01 par value, to the "Noncumulative Perpetual Preferred Stock, Series A," which resolution is as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Articles of Incorporation, the Board of Directors does hereby allocate 1,500 shares of the authorized shares of the Corporation's Preferred Stock, \$.01 par value, to be designated "Noncumulative Perpetual Preferred Stock, Series A" (the "Perpetual Preferred Stock"). The voting powers, designations, preferences, and relative, participating, optional or other special rights of the Perpetual Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as follows:

3. Each of the foregoing amendments to the Articles of Incorporation was duly adopted and approved by the Board of Directors of the Corporation on January 8, 2003.
4. No shareholder action was required to adopt the amendments.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by the undersigned member of the Board of Directors on this 10th day of January 2003.

BU REIT, INC.

By: Roberto Diaz
Roberto Diaz, Director