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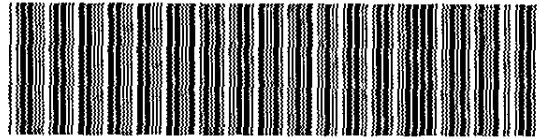
(Business Entity Name)

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Amended & Restated

Articel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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*ADR
12/6/02*



ACCOUNT NO. : 072100000032

REFERENCE : 845480 116694A

AUTHORIZATION

COST LIMIT : \$ 43.75

Patricia Pizote

ORDER DATE : December 6, 2002

ORDER TIME : 11:10 AM

ORDER NO. : 845480-005

CUSTOMER NO: 116694A

CUSTOMER: Ana J. Amador
Alan J. Marcus, Esq
Suite 301
20803 Biscayne Boulevard
Aventura, FL 33180

DOMESTIC AMENDMENT FILING

NAME: THE SHOPPES OF LINTON, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SHOPPES OF LINTON, INC.**

FILED
02 DEC -6 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE SHOPPES OF LINTON, INC., a Florida Corporation, (the "Corporation") desires to Amend and Restate its Articles of Incorporation as currently in effect and as hereinafter amended.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is THE SHOPPES OF LINTON, INC.

ARTICLE II - CORPORATE ADDRESS

The principal office of the Corporation and mailing address is 1696 NE Miami Gardens Drive, 2nd floor, North Miami Beach, FL 33179.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this Corporation commenced effective on November 15, 2002. The existence of this Corporation is perpetual.

ARTICLE IV - PURPOSE

Notwithstanding any provision hereof to the contrary, the nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

1. To acquire from St. Stephen Limited Partnership, certain real property, together with all improvements located thereon, in the City of Delray, County of Palm Beach, State of Florida, commonly known as the Plaza at Delray (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in the general corporation law of the State of

Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Notwithstanding any provision hereof to the contrary, for so long as any mortgage lien in favor of Wachovia Bank, National Association, its successors or assigns (the "First Mortgage") exists on any portion of the Property the following shall govern:

1. The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property.
2. The Corporation shall not incur, assume, or guaranty any other indebtedness.
3. The Corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity.
4. The Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors.
5. No material amendment to this certificate of incorporation or to the Corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.
6. Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall allocate fairly and reasonably any overhead for shared office space.
2. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate action.

3. It shall observe all corporate formalities.
4. It shall maintain its assets so as to be identifiable separately from those of its parent and any affiliate. All data and records (including computer records) used by the Corporation, parent or any affiliate in the collection and administration of any assets of the Corporation shall reflect the Corporation's ownership interest therein.
5. It shall conduct its own business in its own name.
6. It shall maintain its books of accounts so as to readily produce income and expense reports and prepare unaudited quarterly financial statements, which shall substantially comply with generally accepted accounting principles.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, and not from funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
11. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article IV, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Parent" means, with respect to a corporation, any other corporation owning or

controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	
<u>AUTHORIZED</u>	<u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation and address is as follows:

REGISTERED
AGENT
ALAN J. MARCUS, ESQ.

STREET ADDRESS OF
REGISTERED AGENT
20803 Biscayne Blvd.
Suite 301
Aventura, FL 33180

ARTICLE VIII - BOARD OF DIRECTORS

At all times, and as long as the First Mortgage is outstanding, there shall be at least one duly appointed member of the board of directors ("Independent Director") reasonably satisfactory to First Mortgage holder who shall not have been at the time of such individual's appointment or at any time while serving as a director of the Borrower, and may not have been at any time during the preceding five years (i) a material stockholder, director (other than as an Independent Director), officer, employee, partner, attorney or counsel of Borrower, parent or any affiliate of either of them, (ii) a customer, supplier or other person who derives any of its purchases or revenues from its activities with Borrower, parent or any affiliate of either of them, (iii) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person, or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other person. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a person, whether through ownership of voting securities, by contract or otherwise.

The Board of Directors of this Corporation are:

CHAIM KATZMAN

DORON VALERO

ROBERT COONEY

ARTICLE IX - OFFICERS

The Officers of this Corporation are:

President/Secretary - CHAIM KATZMAN

Vice President - DORON VALERO


ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE XI - MISCELLANEOUS

This Amendment was adopted by unanimous approval of all of the stockholders and the Board of Directors on December 4, 2002.

IN WITNESS WHEREOF, the undersigned Officer has executed this Amendment and Restatement on the 4 day of December, 2002.



DORON VALERO, Vice President

STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

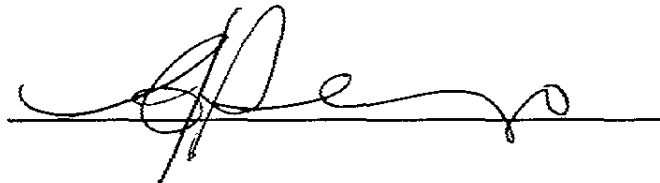
BEFORE ME, the undersigned authority, this day, personally appeared DORON VALERO, to me (X) personally known, or () who presented I.D.: who did take an oath, and known to me to be the same person described in and who executed the foregoing Amendment and Restatement of the Articles of Incorporation and acknowledged the foregoing to be his act and deed, in his corporate capacity.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



Ana Perozo
Commission # DD 076459
Expires Jan. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC STATE OF FLORIDA

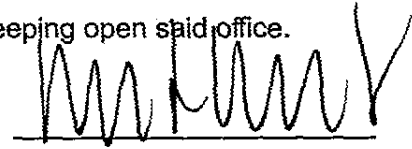
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

THE SHOPPES OF LINTON, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in submitted, in compliance with said Act:

First - that THE SHOPPES OF LINTON, INC. desiring to organize under the law of the State of Florida, with its principal office as indicated in the Amended and Restated Articles of Incorporation at 1696 NE Miami Gardens Drive, North Miami Beach, Florida 33179 appoints the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said Corporation and to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



ALAN J. MARCUS

FILED
02 DEC -6 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA