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Division of Corporations

JONES FOSTER 561 650 0435

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WOOLBRIGHT 10 FLORIDA, INC.

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NO. 9460 P. 2 1284573

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOOLBRIGHT 10 FLORIDA, INC.

RECEIVED
TALLAHASSEE, FLORIDA

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I, the undersigned, hereby make, subscribe, acknowledge and file these
Amended Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is and shall be WOOLBRIGHT 10 FLORIDA, INC.

ARTICLE II

Purpose

Subject to Article IX hereof, this corporation has been organized for the purpose
of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock
of \$.10 per value, fully paid and non assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 3200 North
Military Trail, 4th Floor, Boca Raton, Florida 33431.

ARTICLE V

Registered Agent/Registered Office

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The Registered Agent of this corporation is David J. Wiener, located at the Registered Office of the corporation at 3200 North Military Trail, 4th Floor, Boca Raton, Florida 33431.

ARTICLE VI

Initial Board of Directors

This corporation shall have two (2) Directors. The number of Directors may be changed from time to time by the By Laws but shall never be less than one (1). The names and addresses of the Directors are:

Duane J. Stiller
3200 North Military Trail
4th Floor
Boca Raton, Florida 33431

Michael Filmani
3200 North Military Trail
4th Floor
Boca Raton, Florida 33431

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Vice President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by laws. This corporation may also

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have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may

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become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation until their successors are elected and qualified shall be:

Duane J. Stiller	President
Mark Barry	Vice President
Michael Finlani	Vice President, Treasurer and Secretary
Jorge Morell	Vice President
Larry Bernick	Vice President, Assistant Secretary
Soraya Tyrlyer	Vice President

ARTICLE IX

Special Purpose Entity

The corporation is the general partner of Woolbright Tequests, Ltd., which is or will be the owner of a 10% tenant in common interest (the "interest") in the Sea Ranch Centre, a shopping center located in Broward County, Florida (the "Property"). The Property is secured by a Note and First Mortgage (the "Loan") in favor of Metropolitan Life Insurance Company and/or MetLife Bank, N.A., and their respective successors and/or assigns ("Lender"). Upon the written consent of Lender, or until the Loan is paid in full, the corporation shall not (i) engage in business other than owning and operating the interest in the Property; (ii) acquire or own a material asset other than the interest in the Property and incidental personal property; (iii) maintain assets in a way difficult to segregate and identify or commingle its assets with the assets of any other person or

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entity; (iv) fail to hold itself out to the public as a legal entity separate from any other; (v) fail to conduct business solely in its name or fail to maintain records, accounts or bank accounts separate from any other person or entity; (vi) file or consent to a petition pursuant to applicable bankruptcy, insolvency, liquidation or reorganization statutes, or make an assignment for benefit of creditors; (vii) incur additional indebtedness other than a loan except for trade payables in the ordinary course of business of owning and operating the interest in the Property, provided that such indebtedness is paid within 90 days of when incurred; (viii) dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets; or (ix) materially modify, amend or revise these First Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Officer has executed these First Amended and Restated Articles of Incorporation this 8th day of May, 2006.


Larry Bernick, Vice President

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