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FAX NO. 305 358 9490

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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LECESSE CITY WALK, INC.

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Estimated Charge	\$35.00

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LECESSE CITY WALK, INC.**

Pursuant to the provisions of section 607.1006 Florida Statutes this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The following article is added to the Articles of Incorporation:

ARTICLE X

Each Shareholder acknowledges and agrees that no action by which the Corporation makes use of any law or proceeding designed for the protection of debtors from creditors may be take by or on behalf of the Corporation except by Salvador F. Leccese including without limitation, (i) any assignments, trusts, compositions, reorganizations, or other similar arrangements with or for the benefit of creditors, (ii) applying for, consenting to, or cooperating with any appointment of any receiver, trustee, liquidator, custodian or similar official for it or for all or any part of the assets of the Corporation or of any entity in which it holds a direct or indirect interest, and (iii) commencement, seeking relief under, consenting to, or cooperating with any bankruptcy, insolvency, reorganization, arrangement, readjustment of debt, dissolution, custodianship, conservatorship, liquidation, rehabilitation or similar proceeding related to the Corporation or of any entity in which it holds a direct or indirect interest, all or any part of the debt or assets of the Corporation or of any entity in which it holds a direct or indirect interest, all or any part of the debt or assets of the Corporation or of any entity in which it holds a direct or indirect interest.

Each Shareholder agrees that neither Salvador Leccese, the directors or officers shall have any fiduciary or other duty to the Corporation or any other director or officer to attempt to prevent or interfere with, through the use of any of the procedures referred to above or otherwise, the exercise by Fidelity Management Trust Company, as Collateral Agent, or its successors of any of its rights under any of the documents entered into by the Corporation or any other party in connection with the loan by GF / City Walk LLC and Fidelity Pension Plan Real Estate Investment LLC to City Walk Development, LLLP and Leccese Woodbury Limited Partnership

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Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Third: The date of each amendment's adoption: July 6th, 2005.

Fourth: Adoption of Amendment(s): The amendment was approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 6th day of July 2005.

Signature

Frank Grosch, V.P.
Frank Grosch, Vice President

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