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Division of Corporations
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BASIC AMENDMENT

BOCA MARINA GRANDE GP, INC.

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AMEND
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 29, 2005

BOCA MARINA GRANDE GP, INC.
321 E HILLSBORO BLVD
DEERFIELD BEACH, FL 33441

SUBJECT: BOCA MARINA GRANDE GP, INC.
REF: P03000097433

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

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

**SECOND ARTICLES OF AMENDMENT TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BOCA MARINA GRANDE GP, INC.**

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- FIRST:** The name of the corporation is BOCA MARINA GRANDE GP, INC. (the "Corporation")
- SECOND:** The date of filing of the Articles of Incorporation of Boca Swerdlow Riviera Beach Development, Inc. was September 5, 2003, as further amended by the Articles of Amendment to the Articles of Incorporation of Boca Swerdlow Riviera Beach Development, Inc., on February 11, 2004, effectuating a change in name of the Corporation from "Boca Swerdlow Riviera Beach Development, Inc." to "Boca Marina Grande GP, Inc.", and as further amended by the Articles of Amendment to the Articles of Incorporation of the Corporation, filed on December 22, 2004. These Second Articles of Amendment have been duly and unanimously authorized and directed on June 24, 2005 by Unanimous Written Consent to Corporate Action by the Board of Directors of the Corporation and shareholder action was not required.
- THIRD:** The following amendments to the Articles of Amendment to the Articles of Incorporation were adopted by the Corporation:

Article VI of the Articles of Amendment to the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

" **ARTICLE VI
PURPOSE**

The purpose of the Corporation shall be limited to serving as a general partner of Marina Grande Associates, Ltd., a Florida limited partnership (the "Property Owner"), which was formed for the purpose of owning, operating, developing and managing 3.58 acres of real property located at the intersection of Blue Heron Boulevard and Avenue A in Riviera Beach, Florida (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its own right or in its capacity as general partner of Property Owner for: (i) any mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of HSH Nordbank AG, New York Branch and its successors and assigns with respect to the Indebtedness ("Lender"), (ii) related party indebtedness which is subordinate to the Indebtedness, and (iii) trade payables incurred in the ordinary course of business."

Section 7.3(j) of Article VII of the Articles of Amendment to the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"(i) except in favor of Lender, not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;"

FOURTH: All other provisions of the Articles of Amendment to the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has duly executed these Second Articles of Amendment to the Articles of Incorporation of the Corporation as of the 27th day of June, 2005.


Theodore R. Sumner, Vice President