

PD 3000/20396

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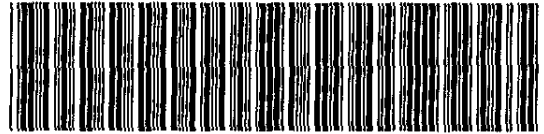
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SEALY IF STATE  
TALLAHASSEE, FLORIDA

*Amend*

*SH*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Cal Plaza GP, Inc.

DOCUMENT NUMBER: P03000120396

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jacki Wodek

(Name of Contact Person)

Tarragon Corporation

(Firm/ Company)

3100 Monticello Ave., Suite 200

(Address)

Dallas, TX 75205

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jacki Wodek

(Name of Contact Person)

at ( 214 ) 599-2233

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
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enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

CAL PLAZA GP, INC.

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for and on behalf of **CAL PLAZA GP, INC.**, a Florida corporation (the "Corporation"), desiring to amend the Corporation's Articles of Incorporation, originally filed with the Secretary of State of Florida on October 24, 2003 (the "Articles"), hereby certifies as follows:

1. Article FIFTH is hereby amended and restated in its entirety, as follows:

**FIFTH:** The name and address of the incorporator is Charles D. Rubenstein, 1775 Broadway, 23<sup>rd</sup> Floor, New York, New York 10019.

All of the provisions following the above language in the Articles, beginning with the words on page 1 "Notwithstanding any other provision of these Articles of Incorporation..." and ending with the words on page 5 "... (iii) the power to exercise, directly or indirectly, control over the management or policies of such person or entity" are hereby deleted.

2. Except as amended hereby, the Articles shall remain in full force and effect.
3. This Certificate of Amendment was approved by the unanimous vote of all stockholders holding shares in the Corporation on February 28, 2006.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Amendment to Articles of Incorporation effective February 28, 2006.

**CAL PLAZA GP, INC.**

By: 

Name: Kathryn Mansfield

Its: Vice President and Secretary