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ACCOUNT NO. : 072100000032

REFERENCE : 756284 161599A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 26, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 756284-005

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq
Daryl B. Cramer, P.a.
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

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-03/26/98-01036-012
****140.00 ****140.00

DOMESTIC AMENDMENT FILING

NAME: BELLE RIVE GENERAL PARTNER,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
98 MAR 26 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 25 AM 11:25
DIVISION OF INCORPORATION

3/26
Jory
Amend
CS

FILED

98 MAR 26 PM 3:02

ARTICLES OF AMENDMENT
OF
BELLE RIVE GENERAL PARTNER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The provisions of the Articles of Incorporation of Belle Rive General Partner, Inc., a Florida corporation (the "Corporation"), filed with the Department of State, State of Florida on August 31, 1993, are hereby amended as follows:

Article III shall be deleted and the following inserted in lieu thereof:

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

Notwithstanding the preceding, the nature of the business and the purposes to be conducted and promoted by the Corporation shall be solely to act as general partner of Belle Rive Project Partnership, Ltd., a Florida limited partnership, and its limited partner, Belle Rive Financing Partnership, Ltd., a Florida limited partnership and to take any and all action as may be required pursuant to the agreements of limited partnership of said partnerships, as amended.

The foregoing amendment was adopted by the shareholders and the Board of Directors of the Corporation on the 25th day of March, 1998. The number of votes cast for the amendment by the shareholders and the directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Articles of Amendment this 25th day of March, 1998.

BELLE RIVE GENERAL PARTNER, INC., a Florida
corporation

By: William P. Myers
William P. Myers, President