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CEEBRAID-SIGNAL YUFF CORPORATION

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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CEEBRAID-SIGNAL YUFF CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

**FIRST:** The name of the corporation is Ceebraid-Signal YUFF Corporation (the "Corporation").

**SECOND:** The following amendments to the Amended and Restated Articles of Incorporation were adopted by the Stockholders of the Corporation (the number of votes cast being sufficient for approval) and the Directors of the Corporation by a Joint Written Consent of Directors and Stockholders of the Corporation in Lieu of a Special Meeting, dated as of December 21, 2006, in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

Paragraph 1(i) of ARTICLE IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"(i) The Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Affiliate, except in its capacity as General Partner of the Partnership (as defined below), nor shall it make any loan to any Affiliate."

Paragraph 3 of ARTICLE IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"3. Additionally, the Corporation shall not, so long as any monies are owed by CSC Village Club Apartments, Ltd., a Florida limited partnership (the "Partnership") to UBS Real Estate Investments Inc., its successors and assigns (collectively, the "Lender"), (a) liquidate or dissolve the Corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation."

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Paragraph 4 of ARTICLE IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"4. The Corporation shall have no indebtedness or incur any liability, other than (a) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business of operating the Property and (b) the loan made to the Partnership by the Lender."

THIRD: Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this \_\_\_\_ day of December, 2006.

**CEEBRAID-SIGNAL YUFF CORPORATION,**  
a Florida corporation

By: 

Adam Schlesinger, President

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