



THE UNITED STATES
CORPORATION
COMPANY

P94000060807

ACCOUNT NO. : 072100000032

REFERENCE : 139075 4724048

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pijet

ORDER DATE : February 18, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 139075-005

CUSTOMER NO: 4724048

CUSTOMER: Ms. Karen Schwaneberg
Greenberg Traurig Hoffman
The Metlife Building
200 Park Avenue-14th Floor
New York, NY 10166

Name Change

Adm

FILED
99 FEB 19 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: COMMERCIAL FLORIDA REALTY
PARTNERS, INC.

EFFECTIVE DATE:

700002781127--5

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 FEB 19 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DR
2/19/99

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMMERCIAL FLORIDA REALTY PARTNERS, INC.

FILED
99 FEB 19 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The current name of the corporation is **COMMERCIAL FLORIDA REALTY PARTNERS, INC.** (the "Corporation"), Charter #P94000060807 filed on August 18, 1994.

2. The following Amendment to the Articles of Incorporation was adopted by written consent of the shareholders of the Corporation effective as of February 16th 1999, following approval by written consent of the sole Director of the Corporation effective as of February 16th 1999, in the manner prescribed by §607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is GSH Realty Partners, Inc.
(hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of Commercial Florida Realty Partners Inc., effective as of the 16th day of February, 1999.

COMMERCIAL FLORIDA REALTY
PARTNERS, INC.
a Florida corporation

By: 
George Sacks, President

**UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS OF
COMMERCIAL FLORIDA REALTY PARTNERS, INC.**

The undersigned, pursuant to the Florida Business Corporation Act, being the shareholders of **COMMERCIAL FLORIDA REALTY PARTNERS, INC.**, a Florida corporation (the "Corporation"), do hereby waive notice, and consent without a meeting of the shareholders of the Corporation, to the adoption of the following resolutions:

WHEREAS, on February 2, 1999, the Corporation sold certain assets used to conduct the Corporation's business (the "Transaction") to Grubb & Ellis Company, a Delaware corporation,

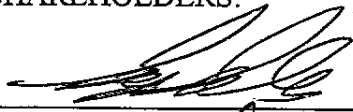
WHEREAS, the Purchase Agreement executed in connection with the Transaction required that the Corporation change its name as a condition to the closing of the Transaction,

IT IS HEREBY RESOLVED, that the appropriate officers of the Corporation are hereby authorized to file the attached Articles of Amendment amending the Corporation's Articles of Incorporation to change the name of the Corporation from Commercial Florida Realty Partners, Inc. to GSH Realty Partners, Inc.; and it is

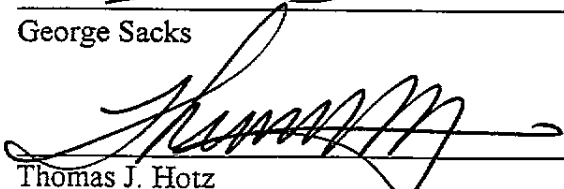
FURTHER RESOLVED, that the officers of the Corporation are, and each one of them hereby is, authorized and directed to take all actions, and execute and deliver any and all documents, agreements and instruments, and to take any and all further steps deemed by the officers so acting to be necessary or appropriate to carry out the purpose and intent of the foregoing resolution, the taking of any such further action or the execution of any such agreement, instrument or document by any such officer to be conclusive evidence that the same was deemed necessary or appropriate and was authorized thereby.

IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have executed this written consent on this 16th day of February, 1999.

SHAREHOLDERS:



George Sacks



Thomas J. Hotz

**CONSENT OF THE SOLE DIRECTOR IN LIEU OF
A BOARD OF DIRECTORS' MEETING OF
COMMERCIAL FLORIDA REALTY PARTNERS, INC.**

The undersigned, pursuant to Section 607.0205 of the Florida Business Corporation Act, being the sole Director of **COMMERCIAL FLORIDA REALTY PARTNERS, INC.**, a Florida corporation (the "Corporation"), does hereby waive notice, and consent without a meeting of the board of directors of the Corporation (the "Board of Directors"), to the adoption of the following resolutions:

WHEREAS, on January 2, 1999, the Corporation sold certain assets used to conduct the Corporation's business (the "Transaction") to Grubb & Ellis Company, a Delaware corporation,

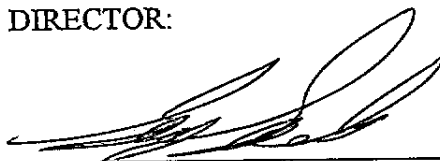
WHEREAS, the Purchase Agreement executed in connection with the Transaction required that the Corporation change its name as a condition to the closing of the Transaction,

IT IS HEREBY RESOLVED, that the appropriate officers of the Corporation are hereby authorized to file the attached Articles of Amendment amending the Corporation's Articles of Incorporation to change the name of the Corporation from Commercial Florida Realty Partners, Inc. to GSH Realty Partners, Inc. ; and it is

FURTHER RESOLVED, that the officers of the Corporation are, and each one of them hereby is, authorized and directed to take all actions, and execute and deliver any and all documents, agreements and instruments, and to take any and all further steps deemed by the officers so acting to be necessary or appropriate to carry out the purpose and intent of the foregoing resolution, the taking of any such further action or the execution of any such agreement, instrument or document by any such officer to be conclusive evidence that the same was deemed necessary or appropriate and was authorized thereby.

IN WITNESS WHEREOF, the undersigned sole Director of the Corporation has executed this written consent on this 10th day of February, 1999.

DIRECTOR:



George Sacks