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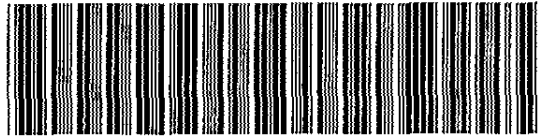
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 344021 134074A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 43.75

ORDER DATE : December 3, 2003

ORDER TIME : 10:04 AM

ORDER NO. : 344021-005

CUSTOMER NO: 134074A

CUSTOMER: Mirtha Kayne
Saraga & Lipshy, P.a.
201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC AMENDMENT FILING

NAME: 19TH STREET INVESTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
19TH STREET INVESTORS, INC.,
a Florida Corporation (the "Corporation")**

FIRST: The date of filing of the Articles of Incorporation was December 14, 1995.

SECOND: The following amendment to the Articles of Incorporation was unanimously adopted by the Shareholders and Board of Directors of the Corporation:

ARTICLE III- Purpose and Prohibited Activities:

Notwithstanding any provision in the Articles of Incorporation, as amended by this Articles of Amendment ("Articles") or By Laws of the Corporation ("By Laws") to the contrary, the following shall now govern:

"The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain real property, together with all improvements located thereon, in the City of Fort Lauderdale, State of Florida, commonly known as Bal Harbour Square (the "Property").

2. To exercise all powers enumerated in the General Corporation Law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein".

Notwithstanding any provision hereof to the contrary, the following shall govern:

"The Corporation shall only incur indebtedness in an amount necessary to refinance, operate and maintain the Property. For so long as any mortgage lien in favor of Wachovia Bank, National Association, its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the Corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Incorporation or to the By-Laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

NEW ARTICLE X - Subordination of Indemnification Provisions:

Notwithstanding any provision hereof to the contrary, the following shall govern: "Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

NEW ARTICLE XI- Separateness/Operations

Notwithstanding any provision hereof to the contrary, the following shall govern: "For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
4. It shall observe all corporate formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from its parent and any affiliate.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
9. It shall maintain an arm's length relationship with its parent and any affiliate.

10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

11. It shall use stationery, invoices and checks separate from its parent and any affiliate.

12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

13. It shall hold itself out as an entity separate from its parent and any affiliate.

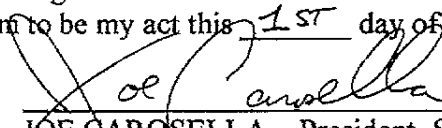
For purpose of this Article XI, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

IN WITNESS WHEREOF, I have signed these Articles of Amendment to the Articles of Incorporation and acknowledge them to be my act this 1ST day of December 2003.


JOE CAROSELLA, President, Sole Director
and Sole Shareholder