

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : AGI REGISTERED AGENTS, INC..

Account Number : I20000000205

Phone : (305) 416-6800

Fax Number : (305) 416-6811

BASIC AMENDMENT

FLAGLER REAL ESTATE, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

Amend

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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION****FLAGLER REAL ESTATE, INC.
a Florida corporation**

The undersigned, being the Vice President and the Secretary of FLAGLER REAL ESTATE, INC., a Florida corporation (the "Corporation"), hereby certify that:

1. The Articles of Incorporation of the Corporation are hereby modified to provide that from and after December 19, 2000 the names and street addresses of all the directors of the Corporation are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Carlos Bueno Vieira	2951 S. Bayshore Drive, Suite 217 Miami, Florida 33133
John R. Petersen	2951 S. Bayshore Drive, Suite 217 Miami, Florida 33133

2. The Articles of Incorporation of the Corporation are hereby modified to provide that from and after December 19, 2000 the names and street addresses of all the officers and their respective office(s) in the Corporation are as follows:

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Edgardo Defortuna	President	2951 S. Bayshore Drive, Suite 217 Miami, Florida 33133
Carlos Bueno Vieira	Vice President	2951 S. Bayshore Drive, Suite 217 Miami, Florida 33133
John R. Petersen	Secretary and Treasurer	2951 S. Bayshore Drive, Suite 217 Miami, Florida 33133

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3. The foregoing amendments were unanimously approved by the Corporation's Board of Directors and Shareholders at a duly called meeting of the Shareholders and Directors of the Corporation held on December 5, 2000 at which meeting a quorum of both Shareholders and Directors were present and voting throughout.

IN WITNESS WHEREOF, the undersigned Vice President and Secretary of the Corporation have hereunto set their hands and affixed the Corporation's corporate seal this 19th day of December, 2000.



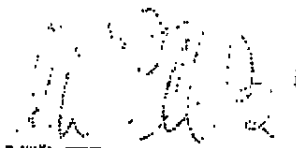
Carlos Bueno Vieira, Vice President



John R. Petersen, Secretary

[Corporate Seal]

SE1164, WPD



Carlos Bueno Vieira, Vice President

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