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ACCOUNT NO. : 072100000032
REFERENCE : 210643 4303929
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 87.50

ORDER DATE : January 6, 1997
ORDER TIME : 8:48 AM 200002046582--7
ORDER NO. : 210643-005
CUSTOMER NO: 4303929
CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: LRI OF SOUTH FLORIDA GP, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

AMEND
KDB
1-6

FILED
97 JAN -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -6 AM 9:51
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LRI OF SOUTH FLORIDA GP, INC.**

FILED
97 JAN -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the Corporation is LRI OF SOUTH FLORIDA GP, INC. (the "Corporation"), Charter #P9600060448, filed on July 18, 1996.
2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on December 22, 1996 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Richard J. Giusto, 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

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 Articles of Incorporation of LRI OF SOUTH FLORIDA GP, INC. this 30 day of December, 1996.

LRI OF SOUTH FLORIDA GP, INC.,
a Florida corporation



Jean-Jacques Murray, President