



REFERENCE : 563752 7104837

## AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER TIME : 9:35 AM

ORDER NO. : 563752-015

CUSTOMER NO: 7104837

CUSTOMER: Mr. Mario A. Romine  
Turnberry Associates  
Suite 400  
2875 N. E. 191st Street  
Aventura, FL 33180

DOMESTIC AMENDMENT FILING

NAME: AVENTURA MALL TRUST, 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: Kim Clemons

EXAMINER'S INITIALS:

FILED  
97 OCT 14 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT 14 AM 10:45  
DIVISION OF REFORMATION

15/11/1949



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**

October 14, 1997

Please give original  
submission date as file date.

CSC  
KIM CLEMONS  
TALLAHASSEE, FL

SUBJECT: AVENTURA MALL TRUST, INC.  
Ref. Number: P9700000628

RECEIVED  
OCT 21 AM 9:51

We have received your document for AVENTURA MALL TRUST, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 497A00050259

RESTATED ARTICLES OF INCORPORATION  
OF  
AVENTURA MALL TRUST, INC.

ARTICLE I  
NAME

The name of this corporation shall be:

AVENTURA MALL TRUST, INC.

ARTICLE II  
EFFECTIVE DATE

The effective date of these Articles shall be upon filing.

ARTICLE III  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is: c/o Shopping Center Management, 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue nine hundred (900) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

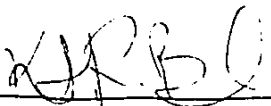
The street address and name of the initial registered office of this corporation is: c/o Shopping Center Management, 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180 and the name of the initial registered agent is Kenneth R. Bernstein, Esq.

ARTICLE VI  
INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is Kenneth R. Bernstein and his address is: c/o Shopping Center Management, 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180.

FILED  
OCT 14 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 10<sup>th</sup> day of October, 1997.

  
Kenneth R. Bernstein, Sole Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent of the corporation named above, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

Dated this 10<sup>th</sup> day of October, 1997.

BY:   
Kenneth R. Bernstein

CERTIFICATE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, AVENTURA MALL TRUST, INC. (the "Corporation") hereby certifies the following as October 10, 1997:

The Restated Articles of Incorporation of Aventura Mall Trust, Inc. (the "Restatement") does not contain an amendment to the Articles of Incorporation of the Corporation requiring shareholder approval and the board of directors of the Corporation have adopted the Restatement.

AVENTURA MALL TRUST, INC.

By: 

Print Name: Jacquelyn Soffek

As: PRESIDENT