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ACCOUNT NO. : 072100000032

REFERENCE : 359443 4340059

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : May 8, 1997

ORDER TIME : 12:25 PM

ORDER NO. : 359443-005

CUSTOMER NO: 4340059

CUSTOMER: Sandra Zambrano, Legal Asst
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

FILED
97 MAY -8 PM 2:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

200002171542--8

DOMESTIC AMENDMENT FILING

NAME: ACP-REFLECTIONS, 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: Lori R. Dunlap

EXAMINER'S INITIALS: AM/RE/JS

RECEIVED
97 MAY -8 PM 1:08
DIVISION OF CORPORATION

FILED
97 MAY -8 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF ACP-REFLECTIONS, INC.**

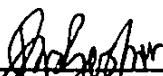
The Articles of Incorporation of ACP-Reflections, Inc. (the "Corporation") heretofore approved and filed in the Office of the Secretary of the State of Florida on March 26, 1997, are hereby amended in the following particulars:

1. Articles VI, VII and VIII of the Articles of Incorporation are hereby deleted and the following substituted therefor:

"Article VI

The Corporation's business and purpose shall consist solely of being a general partner of ACP-Reflections Managers, Limited Partnership, a Florida limited partnership."

IN WITNESS WHEREOF, being that no shares of stock of the Corporation have been issued, these Articles of Amendment were adopted by the Incorporation Director of the Corporation and have been executed on this 25th day of April, 1997.



David Gershov
Incorporation Director

05/05/97 16:32 

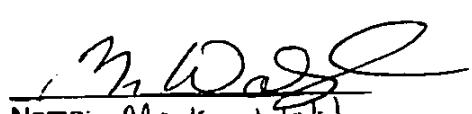
SQUADRON ELLENOF

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**CONSENT TO ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF ACP-REFLECTIONS INC.**

ALI INC.

By:


Name: Mark Walsh
Title Senior Vice President