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ACCOUNT NO. : 072100000032

REFERENCE : 411375 8739A

AUTHORIZATION

COST LIMIT

Patricia P. P.
\$ 35.00

ORDER DATE : June 2, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 411375-010

400002197274--6

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
Siegel Lipman Dunay & Shepard,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC AMENDMENT FILING

NAME: KW POMPANO, INC.

EFFECTIVE DATE: 1

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

612 *[Signature]*

FILED
97 JUN -2 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN -2 AM 10:44
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KW POMPANO, INC.**

FILED
97 JUN -2 PM 1:19

The undersigned being the Incorporator of KW Pompano, Inc., a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of KW Pompano, Inc., a Florida corporation, on behalf of the Corporation, and further states as follows:

1. Article III is amended in its entirety to read as follows:

"ARTICLE III

The purpose for which the corporation is organized, subject to the provisions of Section 607.0202 of the Florida Business Corporation Act and Article X hereof, is to acquire, manage, own and hold the General Partner interest in KW Pompano Square LTD (the "Partnership"), a limited partnership, and to act as the General Partner in such Partnership with all of the rights, powers, obligations and liabilities of General Partner under the Limited Partnership Agreement of such Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same."

2. Article VI is amended in its entirety to read as follows:

"ARTICLE VI.

The street address of the corporation's initial registered office is 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the name of its initial registered agent at such address is Jonathan L. Shepard. The principal address of the corporation shall be One Pompano Square, Pompano Beach, Florida 33062."

3. The foregoing amendments were adopted by the Incorporator on May 30, 1997. Pursuant to Florida Statutes §607.1005 shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Amendment to the Articles of Incorporation on May 30, 1997, all in accordance with Section 607.1006, Florida Statutes.

KW POMPANO, INC.,
a Florida corporation

By: _____

Jonathan L. Shepard, Incorporator