



THE UNITED STATES
CORPORATION
COMPANY

P97000081193

ACCOUNT NO. : 072100000032

REFERENCE : 583771 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : October 30, 1997

ORDER TIME : 12:12 PM

ORDER NO. : 583771-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

Amend

FILED
97 OCT 30 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: OMNI RETAIL GP, INC.

900002333949--3

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF

PLEASE RETURN THE FOLLOWING

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PLAIN STAMPED COPY
CERTIFICATE OF GOOD

CONTACT PERSON: Andrew Cumper

IN CORPORATION	10/30/97
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STANDING	
Verifier	<i>Don</i>
Acknowledgement	<i>Don</i>
W.P. EXAMINER'S INITIALS:	

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DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
OMNI RETAIL GP, INC.**

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

1. The name of this Corporation is OMNI RETAIL GP, INC. (hereinafter called the "Corporation").
2. Article X is hereby added to the Corporation's Articles of Incorporation, as follows:

"ARTICLE X

The sole purpose of this Corporation is to become a general partner in a Delaware limited partnership known as CP Miami Retail, L.P. and to engage in all activities necessary in connection therewith. The Corporation shall not engage in any other business."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted without shareholder action by the written consent of all of the Directors pursuant to Section 607.1005 of the Florida Business Corporation Act. Since the Corporation has not yet issued shares, shareholder action was not required. This amendment was adopted on October 29, 1997.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment, this 29th day of October, 1997.

OMNI RETAIL GP, INC.

By: _____

DONALD E. LEFTON,
Director

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