



197000081193

ACCOUNT NO. : 072100000032

REFERENCE : 654605 4303929

AUTHORIZATION

COST LIMIT \$ 87.50

FILED
97 DEC 31 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 654605-005

CUSTOMER NO: 4303929

900002387299--8

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME	OMNI RETAIL GP, INC.
Availability	1/16/98
Document	MDL
Examiner	MDL
EFFECTIVE DATE:	MDL
Updater	MDL
Under Verifier	MDL
XXXX ARTICLES OF AMENDMENT	
RESTATED ARTICLES OF INCORPORATION	
Acknowledgement	MDL

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5632547
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

CSC
STACY EARNEST
TALLAHASSEE, FL

SUBJECT: OMNI RETAIL GP, INC.
Ref. Number: P97000081193

RESUBMIT

Please give original
submission date as file date.

We have received your document for OMNI RETAIL GP, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

~~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: 598A00000033

** Still needs
Correction*

RECEIVED
98 JAN -5 PM 2:45
DIVISION OF CORPORATION
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98 JAN -5 AM 10:49
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 to the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the new Article X, as follows:

"ARTICLE X

The sole purpose of this Corporation is to become a general partner in a Delaware limited partnership to be known as CP Miami Retail Managers, 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 were adopted by the unanimous written consent of all of the Shareholders, the number of votes cast for the amendment was sufficient for approval, and all of the Directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act. The date of adoption is 12-30-97.
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 30th day of December, 1997.

OMNI RETAIL GP, INC.


By: _____
SHERWOOD M. WEISER, Director/President

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