

P97000088074



ACCOUNT NO. : 072100000032

REFERENCE : 009648 4701718

AUTHORIZATION

COST LIMIT

Patricia Pigott
\$ 43.75

FILED
01 FEB 15 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 15, 2001

ORDER TIME : 4:20 PM

ORDER NO. : 009648-005

CUSTOMER NO: 4701718

5000003706335--6

CUSTOMER: Denise Enders, Legal Asst
Brookhill Management
501 Madison Avenue
18th Floor
New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: DMB L3 G.P., 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

RECEIVED
01 FEB 15 PM 4:40
DIVISION OF CORPORATION

Q. COULLETTE FEB 16 2001

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DMB L3 G.P., INC.

FILED
01 FEB 15 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

- A. ARTICLE ELEVENTH shall be amended to correct the amount of the Loan as "an amount not exceeding \$14,410,000.00".

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

THIRD: The date of each amendment's adoption are as of the date of filing of this Amendment.

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 14th day of February, 2001


Robert W. Loschiavo, Senior
Vice President