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January 13, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: 127th St. Shopping Center, Inc.

900002403039--8
-01/16/98--01056--020
*****87.50 *****87.50

Dear Sirs:

Please file the enclosed Articles of Amendment to the Articles of Incorporation of 127th St. Shopping Center, Inc.

Also please furnish us with a certified copy.

Our check for \$87.50 is enclosed for the filing and certification fees.

Thank you.

Very truly yours,

Alfred I. Hopkins
ALFRED I. HOPKINS

APPROVED AND FILED
98 JAN 16 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AIH:wpd:myr
Enclosure

AIH
209220a
P97000102478
OPK
Amend
1-16-98

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
127th STREET SHOPPING CENTER, INC.**

The undersigned, MARC KOVENS being the sole director of 127th Street Shopping Center, Inc., a Florida corporation and SIDNEY M. PERTNOY, being the sole incorporator thereof, do hereby amend Article III of the Articles of Incorporation of said Corporation to read as follows:

“1. The sole purpose for which this Corporation is organized is to participate in the management of the 127th Street Shopping Center in North Miami, Florida (the “Property”), and hold legal title to same, as Trustee, and it shall hold same pursuant to the terms of that certain Land Trust Agreement dated April 11, 1986, as amended, respecting the Property. The Corporation shall not engage in any business, and shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Corporation.

2. The Corporation shall have no authority to perform any act in respect of the Land Trust Agreement aforesaid in violation of any (a) applicable laws or regulations or (b) any agreement between the Corporation and Column Financial, Inc., a Delaware corporation, its successors and assigns (collectively the “Lender”).

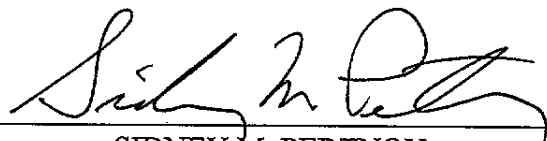
3. The Corporation shall have no indebtedness or incur any liability other than (a) debts and liabilities for expenses incurred in the ordinary course of performing its duties as Trustee under said Land Trust Agreement, and (b) the loan made or to be made to the Corporation by the Lender.”

The Corporation has not yet issued shares of stock, and this Amendment is adopted pursuant to Florida Statutes, Section 607.1005.

DATED this 5 day of December, 1997.



MARC KOVENS



SIDNEY M. PERTNOY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 PM 1:58

APPROVED
AND
FILED