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Amend

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01/29/98 08:37 Florida Department pl 71



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

ADLEE, INC.
1400 N.W. 107TH AVENUE
MIAMI, FL

SUBJECT: ADLEE, INC.
REF: P97000107669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please complete the execution date on the last page of the document.

Article Eighth states that the affairs of the corporation shall be managed by a board which shall at all times consist of at least three directors..... however, the amendment is listing two director, not three as stated???????

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) 487-6937.

Kelley Shank
Staff Assistant

FAX Aud. #: H98000001858
Letter Number: 598A00004887

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ADLEE, INC.
a Florida corporation**

FILED
98 JAN 29 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Adlee, Inc., a Florida corporation (the "Corporation"), and its initial home office is at 1400 N.W. 107th Avenue, Miami, Florida 33172.
2. Article EIGHTH of the Corporation's Articles of Incorporation, filed with Florida's Department of State on December 23, 1997, is hereby amended by adding an additional sentence and such Article EIGHTH shall now read in its entirety as follows:

"ARTICLE EIGHTH:

The following individuals shall serve on the Corporation's board of directors ("Board") until their successors have been elected and duly qualified:

Mark A. Ferrucci (Independent Director)
CT Corporation
1209 Orange Street
Wilmington, DE 19801

Michael M. Adler
The Adler Group
1400 N.W. 107th Ave.
Miami, Florida 33172

The affairs of the Corporation shall be managed by a Board which shall at all times consist of at least two directors, one of whom shall be an Independent Director."

3. A new Article ELEVENTH is hereby added to the Articles as follows:

"ARTICLE ELEVENTH:

References to "PW" in these Articles mean PW Real Estate Investments, Inc."

4. These Articles of Amendment were approved on January 27, 1998, by the written consent of the sole shareholder of the Corporation, which is the only group entitled to vote on these Articles of Amendment, and which was sufficient for approval of these Articles of Amendment.

THIS INSTRUMENT PREPARED BY:

Claudia F. Haines, Esq.
Florida Bar No. 0055115
200 S. Biscayne Blvd.
Suite 3300
Miami, Florida 33131-2385
(305) 358-9900

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IN WITNESS WHEREOF, Adlee, Inc. has caused these Articles of Amendment to be executed this 27th day of January, 1998.

Adlee, Inc.
a Florida corporation

By: Michael M. Adler
Michael M. Adler, President

THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd., Ste. 3300
Miami, Florida 33131-2385

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