



**THE UNITED STATES
CORPORATION
COMPANY**

P98000005527

98 FEB 18 AM 9:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 710261 4303929

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 87.50

ORDER DATE : February 18, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 710261-005

300002433813--6

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
The Metlife Building
200 Park Avenue
New York, NY 10166

Amend

DOMESTIC AMENDMENT FILING

NAME: PRIMARY GENPAR, INC. (PARK PLACE)

EFFECTIVE DATE:

Name	2/18/98
Availability	
Articles of Amendment	
Restated Articles of Incorporation	
Updater	
Verifier	
Certified Copy	
Plain Stamped Copy	
Certificate of Good Standing	

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

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 FEB 18 AM 10:46
DIVISION OF CORPORATION

*02250, 00563, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PRIMARY GENPAR, INC. (PARK PLACE)
Ref. Number: P98000005527

RESUBMIT

Please give original
submission date as file date.

We have received your document for PRIMARY GENPAR, INC. (PARK PLACE) 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.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 298A00009313

~~CONFIDENTIAL~~

RECEIVED
98 FEB 18 PM 4:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PRIMARY GENPAR, INC. (PARK PLACE)**

FILED
98 FEB 18 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PRIMARY GENPAR, INC. (PARK PLACE) (hereinafter called the "Corporation").

2. Article II of the Corporation's Articles of Incorporation is deleted and replaced by new Article II, as follows:

"ARTICLE II:

The address of the principal office and the mailing address of the Corporation is 1840 West 49th Street, Suite 700, Hialeah, Florida 33012."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

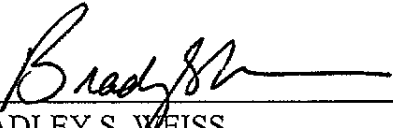
4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of the sole Shareholder, the number of votes cast for the amendment was sufficient for approval, and the sole Director of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act. The date of adoption of the amendment is February 12, 1998.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 12th day of February, 1998.

PRIMARY GENPAR, INC. (PARK PLACE)

By: _____


BRADLEY S. WEISS,
President