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July 23, 1998

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via Federal Express

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 24 AM 11:45

FILED

Re: Articles of Amendment to Articles of Incorporation of
8000 MANAGEMENT, INC.

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-07/24/98--01071--029
*****87.50 *****87.50

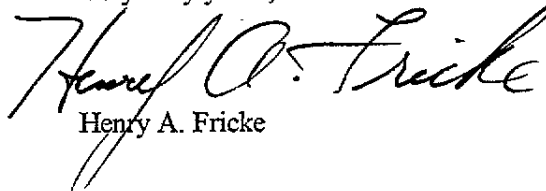
Dear Sir/Madam:

In connection with the referenced matter, enclosed are the following:

1. Original and one copy of the Articles of Amendment to Articles of Incorporation.
2. My trust account check no. 2208 in the amount of \$87.50, representing the filing fee of \$35.00 and the certified copy fee of \$52.50.
3. Self-addressed, postage prepaid, envelope for your use in returning to me the certified copy of the Articles of Amendment.

Thank you for your assistance in this matter and if you should have any questions, please don't hesitate to contact me.

Very truly yours,


Henry A. Fricke

HAF/agk
Encl.

Amend.
7-27-98
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
8000 MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, 8000 Management, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article II, Purpose, is hereby amended in its entirety and restated to read as follows:

The purpose for which the corporation is organized is solely to acquire, manage, own and hold the general partnership interest in North Federal Highway Associates, Ltd. (the "Partnership") and to act as the general partner in such Partnership with all of the rights, powers, obligations and liabilities of the general partner under the limited partnership agreement of such Partnership (the "Limited Partnership Agreement") and to take any and all action and do any and all things necessary or appropriate to the accomplishment of same.

SECOND: The Amendment set forth herein does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the Amendment's adoption is July 23, 1998.

FOURTH: Adoption of the Amendment was approved by the shareholders and the number of votes cast for the Amendment were sufficient for approval. Voting groups were not applicable to the approval by the shareholders.

IN WITNESS WHEREOF, the foregoing Articles of Amendment were duly adopted this 23rd day of July, 1998.

8000 MANAGEMENT, INC.,
a Florida corporation

By: _____

Anthony V. Pugliese, III,
President