



THE UNITED STATES  
CORPORATION  
COMPANY

P98000060412

ACCOUNT NO. : 072100000032

REFERENCE : 250903 7149102

AUTHORIZATION :

Patricia Pizotti

COST LIMIT : \$ 52.50

ORDER DATE : May 24, 1999

ORDER TIME : 2:32 PM

ORDER NO. : 250903-005

CUSTOMER NO: 7149102

800002884758--2

CUSTOMER: Ms. Rosa Nunez  
Centres Inc.  
Two Datron Center, Suite 1528  
9130 S. Dadeland Boulevard  
Miami, FL 33156

Amend

DOMESTIC AMENDMENT FILING

NAME: CENTRES CYPRESS GP, 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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 24 PM 4: 59

FILED

DIVISION OF CORPORATION

99 MAY 24 PM 3: 03

RECEIVED

ADR  
5/25/99

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CENTRES CYPRESS GP, INC.**

99 MAY 24 PM 4:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Kenneth B. Karl, being the President of CENTRES CYPRESS GP, INC., a Florida corporation (the "Corporation"), incorporated effective July 7, 1998 under Document No. P98000060412, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation are hereby amended as follows:

1. Article XII to the Articles of Incorporation of the Corporation is hereby amended and restated to change the definition of Lender to read as follows:

"ARTICLE XII -- LIMITATIONS AND INTERNAL AFFAIRS


For purposes of this Article XII:

"Lender" means Morgan Guaranty Trust Company of New York, a New York banking corporation, its successors and/or assigns.

The foregoing amendments of the Articles of Incorporation of the Corporation have been duly and unanimously authorized, adopted and directed by the Board of Directors and shareholders of the Corporation by Written Consent thereto dated as of May 19, 1999. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforestated as of the 20th day of May, 1999, on behalf of the Corporation.

CENTRES CYPRESS GP, INC.

By:   
Kenneth B. Karl, President

[CORPORATE SEAL]