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Division of Corporations

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BASIC AMENDMENT
AP-ADLER MEMBER, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

AMEND
XRG-25

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ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
AP-ADLER MEMBER, INC.,
a Florida corporation

1. The name of the corporation is AP-ADLER MEMBER, INC. (the "Corporation"), and its principal office is at 1400 N.W. 107th Avenue, in the City of Miami, in the County of Miami-Dade and State of Florida.

2. The Articles of Incorporation of the Corporation imposed certain restrictions upon the activities and structure of the Corporation while the Loan, as defined in the Articles of Incorporation, remained outstanding. Such restrictions, including but not limited to those set forth in Articles THIRD, SIXTH(B), SIXTH(C) and SEVENTH, are hereby deleted.

3. In the event of any conflict between these Articles of Amendment and the Operating Agreement, these Articles of Amendment shall control.

4. These Articles of Amendment were approved on September 21, 2001, by the unanimous written consent of all of the holders of common stock of the Corporation, which is the only group of shareholders entitled to vote on these Articles of Amendment, and which was sufficient for approval of these Articles of Amendment.

5. This Amendment shall be effective as of the 24th day of September, 2001.

[SIGNATURE PAGE TO FOLLOW]

Prepared by:
Michael A. Furshman, Esquire
Stroock & Stroock & Lavan LLP
First Union Financial Center, 33rd Floor
200 South Biscayne Boulevard
Miami, Florida 33131-2385
Florida Bar No. 0112976

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IN WITNESS WHEREOF, AP-ADLER MEMBER, INC. has caused these Articles of Amendment to be executed this 21 day of September, 2001.

BOARD OF DIRECTORS:


Michael M. Adler, Director

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