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**BASIC AMENDMENT**

**FLORIDA NEIGHBORHOOD CENTERS CORP.**

Certificate of Status	1
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AMEND  
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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA NEIGHBORHOOD CENTERS CORP.**

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The undersigned, desiring to further amend the Amended and Restated Articles of Incorporation of Florida Neighborhood Centers Corp., a Florida corporation (the "Corporation"), pursuant to Section 607.1006 of the Florida Business Corporation Act, as amended, does hereby certify: —

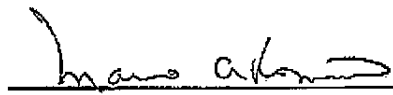
**FIRST:** Article II is hereby deleted and in its stead the following shall be inserted:

"The principal place of business and mailing address of the Corporation shall be 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180."

**SECOND:** Article V is hereby deleted and in its stead the following shall be inserted:

"The street address of the registered office of the Corporation is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180, and the name of the Corporation's registered agent at that address is Mario A. Romine."

Having been named as registered agent and to accept service of process for the Corporation at the place designated in Article V of these Articles of Amendment to Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Mario A. Romine - Registered Agent

09-25-2002  
Date

**THIRD:** Article VII is hereby deleted and in its stead the following shall be inserted:

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"(a) the Corporation will not engage in any business unrelated to owning a membership interest in Florida Neighborhood Centers LLC (the "Borrower") and acting as one of its Managing Members (as defined in that certain Amended and Restated Limited Liability Company Agreement, dated as of September 24, 2002, governing the Borrower (the "Restated LLC Agreement"); capitalized terms used but not defined herein shall have the meanings set forth in the Restated LLC Agreement);

(b) the Corporation will not own or use any assets other than its membership interest in the Borrower and personal property incidental to the ownership and operation of such membership interest;

(c) the Corporation will maintain adequate capital in light of its contemplated business operations;

(d) the Corporation will not amend its Articles of Incorporation with respect to Article III Purpose or this Article VII hereof without any required consent of the lenders under the Existing Financing;

(e) the Corporation will observe all corporation formalities pursuant to its Articles of Incorporation and the Florida Business Corporation Act;

(f) the Corporation will maintain its own separate, complete and accurate accounts, books, records and financial statements complying with GAAP;

(g) the Corporation will maintain its books, records, resolutions and agreements as official records;

(h) the Corporation will have no indebtedness other than (a) the Existing Financing, (b) indebtedness permitted by the Existing Financing and Approved as a Major Decision and (c) unsecured trade debt that is not evidenced by a note and is incurred and paid in the ordinary course of Corporation's business as a Managing Member and/or in connection with the Borrower's owning, operating and maintaining the Business Property;

(i) the Corporation will pay its own Obligations out of its own funds and assets;

(j) the Corporation will not assume or guarantee or become obligated for the Obligations of any other Person or hold out its credit or assets as being available to satisfy the Obligations of any other Person except for Obligations permitted to be guaranteed by the Loan Documents;

(k) the Corporation will not make loans or advance credit to any Person;

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(l) the Corporation will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other Person;

(m) the Corporation will not identify its shareholders or any of their Affiliates as a division or part of the Corporation;

(n) the Corporation will correct any known misunderstanding regarding the separate identity of the Corporation and its shareholders;

(o) the Corporation will not commingle its funds or assets with those of any other Person;

(p) the Corporation will allocate fairly and reasonably any overhead for shared office space and use separate stationery, invoices and checks;

(q) the Corporation will not enter into or be a party to any transaction with any of its shareholders or any of their Affiliates except in the ordinary course of its business and on terms that are intrinsically fair and are no less favorable to the Corporation than those that would be obtained in a comparable arm's-length transaction with a Third Party with comparable capabilities;

(r) the Corporation will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or amendment of its Articles of Incorporation without any required written consent of the applicable lender under the Existing Financing; and

(s) the Corporation will not file or consent to any Bankruptcy Proceeding."

FOURTH: These Articles of Amendment were approved by the shareholders on September 24, 2002. The number of votes cast for these Articles of Amendment was sufficient for approval.

[Remainder of page left blank intentionally]

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IN TESTIMONY WHEREOF, the undersigned officer of the above named corporation  
has hereunto set her/his hand this 25<sup>th</sup> day of SEPTEMBER, 2002.

  
Name: STEVEN SCHIRE  
Title: PRESIDENT

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