

P99000003232

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BASIC AMENDMENT
NADIF OF SOUTH BEACH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NADIF OF SOUTH BEACH, INC.

FILED
JAN 13 PH 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is NADIF OF SOUTH BEACH, INC. (the "Corporation"), document number P99000003232, filed on January 12, 1999.
2. The following Amendment to the Articles of Incorporation was adopted by the all of the Directors of the Corporation and by all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on November 1, 1999 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

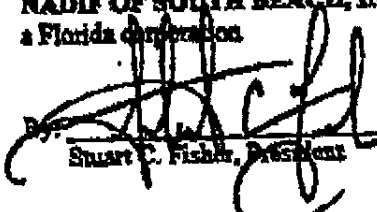
Name

The name of this Corporation is NADIF OF WYNDHOLME, INC. (hereinafter, the "Corporation") and its mailing address is c/o Pedro A. Martin, Esq., Greenberg Traurig, P.A., 1221 Brickell Avenue, 24th Floor, Miami, Florida 33131.

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

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of NADIF OF SOUTH BEACH, INC. this 11th day of January, 2000.

NADIF OF SOUTH BEACH, INC.,
a Florida corporation

By: 
Stuart C. Fisher, President

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**SPECIAL CORPORATE ACTION
BY ALL OF THE DIRECTORS
OF
NADIE OF SOUTH BEACH, INC.**

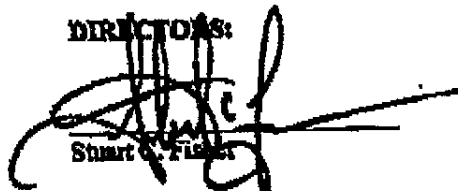
The undersigned, being all of the Directors of NADIE OF SOUTH BEACH, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

RESOLVED, that the Corporation's Articles of Incorporation shall be amended as reflected in the Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being all of the Directors have executed the foregoing Special Corporate Action for the purposes herein expressed as of the 1st day of November, 1999, and confirm that all of the Shareholders have approved same.

DIRECTORS:


Stuart C. Fisher

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