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Amended &
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FILED
05 SEP 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
05 SEP 13 AM 10:43
DIVISION OF CORPORATION

ASD
9/13/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 592548 7375564
AUTHORIZATION : *Katricia Pizute*
COST LIMIT : \$ ~~87.50~~ 52.50

ORDER DATE : September 13, 2005
ORDER TIME : 9:44 AM
ORDER NO. : 592548-005
CUSTOMER NO: 7375564
CUSTOMER: Ms. Sheryl Vainstein
Equity One, Inc
1600 N.e. Miami Gardens Drive
North Miami Bea, FL 33179

DOMESTIC AMENDMENT FILING

NAME: EQUITY ONE PROPERTIES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX 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: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EQUITY ONE PROPERTIES, INC.**

FILED
05 SEP 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Original Articles of Incorporation filed with the
Florida Department of State on May 25, 1999**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Equity One Properties, Inc., a Florida corporation, are hereby amended and restated in their entirety to read as follows:

ARTICLE I – NAME OF CORPORATION

The name of the corporation shall be Equity One (Florida Portfolio) Inc. (hereinafter called the "Corporation").

ARTICLE II – CORPORATE ADDRESS

The address of the principal office and the mailing address of the Corporation is 1600 NE Miami Gardens Drive, North Miami Beach, Florida 33179.

ARTICLE III – CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock, \$0.01 par value per share.

ARTICLE IV – DIRECTORS

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its registered agent at such address is Corporation Service Company.

ARTICLE VI – INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its Officers and Directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of September, 2005.


EQUITY ONE (FLORIDA PORTFOLIO) INC.

By: 
Arthur L. Gallagher, Secretary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Equity One (Florida Portfolio) Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By:  **Jeanine Reynolds**
As Its Agent **as its agent**

Dated: September 13th, 2005

CERTIFICATE OF THE SECRETARY
OF
EQUITY ONE (FLORIDA PORTFOLIO) INC.

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Equity One (Florida Portfolio) Inc. (the "Corporation") attached hereto contains amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the Corporation's sole shareholder duly adopted the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on September 9th, 2005.

EQUITY ONE (FLORIDA PORTFOLIO) INC.

By: 

Arthur L. Gallagher, Secretary