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BASIC AMENDMENT

TACOLCY EDISON SQUARE, INC.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$52.50

*Amended & Restated
Art.*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TACOLCY EDISON SQUARE, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, Tacolcy Edison Square, Inc., a Florida corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation by adopting these Amended and Restated Articles of Incorporation. The undersigned President of the Corporation hereby certifies as follows:

1. That the name of the Corporation is Tacolcy Edison Square, Inc.
2. That the original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 13, 1999.
3. That these Amended and Restated Articles of Incorporation contain an Amendment to the original Articles of Incorporation.
4. That these Amended and Restated Articles of Incorporation were approved by the shareholders of the Corporation on October 16, 2001 and the number of votes cast by the shareholders was sufficient for approval.
5. That these Amended and Restated Articles of Incorporation shall supersede the original Articles of Incorporation, and all amendments to them, of the Corporation and shall read as follows:

ARTICLE I - Name

The name of the corporation is **Tacolcy Edison Square, Inc.** (the "Corporation").

ARTICLE II - Purpose as a Special Purpose Entity

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida. Notwithstanding the foregoing, the Corporation's purpose shall be limited solely to owning and managing the Mortgaged Premises (as defined below), entering into Loan Documents (as defined in Article XVI) in connection with the Mortgaged Premises and entering into transactions and/or incidental activities in connection with the Mortgaged Premises. The Mortgaged Premises is described as follows:

Lots 1 thru 10 and Lots 22 thru 24, Block 1, SEVENTH AVENUE PARK, according to the Plat thereof, recorded in Plat Book 17, Page 17, of the Public Records of Miami-Dade County, Florida.
Folio No. 01-3114-036-0010
Address: 6200 NW 7th Avenue, Miami, Florida 33150

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ARTICLE III – Certain Actions Requiring Unanimous Vote

The unanimous vote of the Corporation's Board of Directors must be required in order to:

- (a) take any Bankruptcy Action (as defined in Article XVI);
- (b) dissolve, liquidate, consolidate, merge or sell all or substantially all of the Corporation's assets;
- (c) amend or recommend the amendment of the Corporation's Amended and Restated Articles of Incorporation; and
- (d) engage in transactions with Affiliates (as defined in Article XVI).

The Corporation's Board of Directors must be required to consider the interests of creditors in connection with all corporate actions.

ARTICLE IV – Separateness Provisions

The Corporation must be required to:

- (a) not commingle assets with those of any other entity and must hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain separate bank accounts, books, records and financial statements;
- (d) maintain its books, records, resolutions and agreements as official records;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate and organizational formalities;
- (h) maintain an arm's-length relationship with Affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of Affiliates;
- (l) not make loans to any other person or entity;

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- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity, and not fail to correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its Affiliates as a division or part of the other.

ARTICLE V - Capital Stock

The Corporation is authorized to issue 100 shares of common stock, par value \$.01 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE VI - Registered Office and Agent

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation is:

REGISTERED AGENTS OF FLORIDA, LLC
100 Southeast Second Street, Suite 3500
Miami, Florida 33131

ARTICLE VII - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

645 N.W. 62nd Street, Suite 300
Miami, Florida 33150

ARTICLE VIII - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE IX- Limitation on Indebtedness

The Corporation's ability to incur indebtedness other than the Loan (as defined in Article XVI) is limited to incurring (i) unsecured trade and operational debt which is (A) incurred in the ordinary course of its business, (B) not more than sixty (60) days past the date incurred, (C) with trade creditors, (D) in the aggregate does not exceed \$108,500 at

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any time, and (E) not evidenced by a note and (II) financing of equipment and other personal property relating to the ownership and operation of the Mortgaged Premises.

ARTICLE X- Prohibition on Amendment of Organizational Documents

The Corporation shall (i) observe all organizational formalities, (ii) preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, (iii) comply with and not terminate its organizational documents and (iv) not amend the provisions specified in Articles II, III, IV, IX and XIII without the consent of Lender, or, after the securitization of the Loan, only if the Borrower receives (x) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (y) approval of such amendment by Lender or its assigns.

ARTICLE XI - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

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ARTICLE XIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter. Notwithstanding the foregoing, such indemnification is fully subordinated to the Loan and the Loan Documents and must not constitute a claim against it in the event that a cash flow in excess of amounts necessary to pay holders of the Loan is insufficient to pay such obligations.

ARTICLE XIV - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XV - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

ARTICLE XVI - Defined Terms

"Affiliate" means any person controlling or controlled by or under common control with the company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any member or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing. For purposes of this definition, "person" means an individual, partnership, corporation, limited liability company or other entity.

"Bankruptcy Action" means any of the following: (i) Taking any action that might cause the Corporation to become insolvent; (ii) Commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors; (iii) Instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent; (iv) Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation; (v) Filing a petition or consent to a petition seeking reorganization arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy; (vi) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties; (vii) Making any assignment for the benefit of the Corporation's creditors; (viii) Taking any action in furtherance of any of the foregoing.

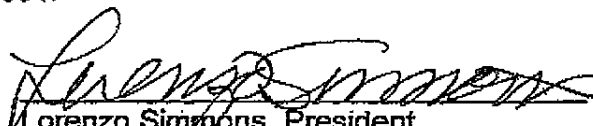
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"Lender" means Bank of America, N.A.

"Loan" means that certain loan by and between Lender and the Corporation, in the original principal amount of \$2,170,000.

"Loan Documents" means any and all documents evidencing, securing or relating to the Loan, including, but not limited to the Commitment, the Note, the Security Instrument, the Financing Statements, and the Assignment of Management Agreement.

The undersigned has executed these Amended and Restated Articles of Incorporation this 16th day of October 2001.


Lorenzo Simmons, President

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TACOLCY EDISON SQUARE, INC. at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 16 day of October 2001.

REGISTERED AGENTS OF FLORIDA, LLC, a Florida limited liability company

By: Charles J. Rennert

Name: Charles J. Rennert

Title: Vice President