

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P99000089446

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 8-14-01

REF. #: 0151.1315

CORP. NAME: PHG-RAYOS, IN

FILED
01 AUG 14 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

RECEIVED
01 AUG 14 AM 10:22
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

400004533684--5
-08/14/01--01032--026
*****43.75 *****43.75

Examiner's Initials

08-15-01
CC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 14, 2001

CCRS

TALLAHASSEE, FL

SUBJECT: PHG-RAYOS, INC.
Ref. Number: P99000089446

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for PHG-RAYOS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 501A00046496

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 14 PM 3:59
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FILED
01 AUG 14 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PHG-RAYOS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, PHG-Rayos, Inc., a Florida corporation (the "Corporation"), whose Articles of Incorporation were filed with the Department of State, State of Florida, on October 11, 1999, under Document Number P99000089446, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

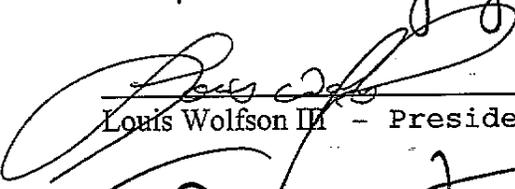
1. Article I, entitled "Name and Address" is hereby amended to provide that the address of the Corporation shall be 9400 South Dadeland Boulevard, Suite 100, Miami, FL 33156.
2. Article II, entitled "Purpose" is hereby amended in its entirety to read as follows:

"ARTICLE II-PURPOSE

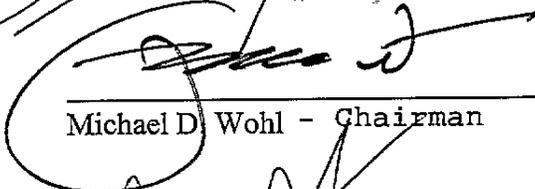
The Corporation is organized for the sole purpose of (a) acquiring, owning, holding, transferring, pledging, assigning, selling, acting as a general partner and otherwise dealing with a general partnership interest in Rayos del Sol, Ltd., a Florida limited partnership; and (b) transacting any and all lawful business which are incident, necessary and appropriate to the foregoing.

3. The foregoing amendments were adopted on July 24, 2001.
4. The amendments were approved by the shareholders of the Corporation. The number of votes cast for the amendments were sufficient for approval.
5. Other than as set forth herein, the Articles of Incorporation are unmodified and are hereby ratified and confirmed in all respects.

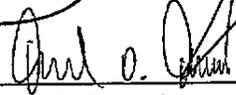
IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation as of the 24 day of July 2001.



Louis Wolfson III - President



Michael D. Wohl - Chairman



David O. Deutch - Secretary