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AUTHORIZATION :

Patricia Pizzit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 13, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 621766-005

CUSTOMER NO: 10463A

900003167009--5

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC AMENDMENT FILING

NAME: MIAMI GARDENS SQUARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 MAR 13 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE MAR 13 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MIAMI GARDENS SQUARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ARTICLES OF INCORPORATION OF MIAMI GARDENS SQUARE, INC., a
Florida corporation ("Corporation"), filed in Tallahassee, Florida, are hereby amended as
follows:

1. A new Article SIXTH is hereby added to read as follows:

"Article 6 - SPECIAL PROVISIONS -

6.1 - Special Provisions. Notwithstanding any provision contained herein to the contrary, during the period of time in which Bear, Stearns Funding, Inc., ("Lender"), or any successor or assignee of such Lender holds a mortgage debt as against the Corporation, the Corporation shall comply with the following requirements:


- a. The purpose of the Corporation shall be limited to owning and operating such property as described in Exhibit A attached hereto ("Property").
- b. The Corporation shall not incur debt of any kind except such indebtedness in favor of Lender secured by a mortgage on the Property and trade payables in the ordinary course of business relating to the ownership and operation of the Property.
- c. The Corporation shall not engage in any dissolution, liquidation, consolidation, merger or asset sale, or further amendment of its Articles of Incorporation so long as the loan in favor of Lender is outstanding, without the prior written approval of Lender.
- d. The filing or consent to the filing of a bankruptcy or insolvency petition, or institution of other insolvency proceedings shall require the unanimous consent of the directors of the Corporation.
- e. The directors of the Corporation shall consider the interests of the creditors of the Corporation in connection with all corporate actions.
- f. The Corporation shall maintain books and records separate from any other person or entity.
- g. The Corporation shall maintain all accounts separate from any other person or entity.

- h. The Corporation shall not commingle assets with those assets of any other entity.**
- i. The Corporation shall conduct its own business in its own name.**
- j. The Corporation shall maintain separate financial statements separate from any other person or entity.**
- k. The Corporation shall pay its own liabilities out of its own separate fund.**
- l. The Corporation shall observe all corporate formalities.**
- m. The Corporation shall maintain an arm's length relationship with all of its affiliates.**
- n. The Corporation shall maintain a sufficient number of employees to conduct its business and shall pay the salaries of such employees.**
- o. The Corporation shall not guaranty or become obligated for the debts of any other entity, or otherwise hold out its credit as being available to satisfy the obligations of any other entity.**
- p. The Corporation shall not acquire obligations or securities of its shareholders.**
- q. The Corporation shall allocate fairly and reasonably any overhead for any office space shared with any other entities.**
- r. The Corporation shall use its own stationery, invoices and checks.**
- s. The Corporation shall not pledge its assets for the benefit of any other entity or make any loans or advances to any other entity.**
- t. The Corporation shall at all times hold itself out as a separate entity, and shall correct any known misunderstanding regarding such separate entity.**
- u. The Corporation shall maintain adequate capital in light of its contemplated business operations.**
- v. Notwithstanding anything contained herein to the contrary, nothing set forth herein shall prohibit or prevent Corporation from entering into a management agreement with a separate management company, which management company may be responsible for collecting revenues of the Corporation and paying expenses of such Corporation."**

2. Except as set forth herein, all other terms and conditions of the original Articles of Incorporation shall remain in full force and effect. In the event of a conflict between the terms of the original Articles of Incorporation and the terms of these Articles of Amendment, the terms of these Articles of Amendment shall control.

3. The foregoing Articles of Amendment were adopted by the incorporator on February 29, 2000, prior to the issuance of shares, pursuant to Florida Statutes Section 607,1005.

DATED THIS 10th DAY OF MARCH, 2000.



CHARLES STEIN, Incorporator and Director