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BASIC AMENDMENT

FLA-PWH III, INC.

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**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION OF
FLA-PWH III, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Second Amendment to its Articles of Incorporation:

1. The name of the corporation is FLA-PWH III, Inc. (the "Corporation").
2. The following amendment of the Articles of Incorporation was adopted by the sole shareholder and all of the Directors of the Corporation (the number of votes cast being sufficient for approval) by the Unanimous Written Consent of Directors and Sole Shareholder of the Corporation in Lieu of a Special Joint Meeting dated as of May 13, 2002 in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:

ARTICLE XII entitled Single Purpose Entity is hereby amended to add the following paragraph:

"Notwithstanding anything set forth in this Article XII to the contrary, the Corporation, in its capacity as the sole general partner of the Partnership, may cause the Partnership to obtain a loan in the approximate principal amount of TWO MILLION SEVEN HUNDRED THOUSAND AND NO/100 DOLLARS (\$2,700,000.00) from BankAtlantic, which loan will be secured by a first mortgage lien on the Project, and pledge any of its assets (including the Project) in connection with such loan as the Corporation, in its capacity as the sole general partner of the Partnership, deems necessary or desirable.

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

FLA-PWH III, Inc., a Florida corporation

By: 

Patrick J. DiSalvo, Vice President