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BASIC AMENDMENT

FLA-PWH V, INC.

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Amendment

10/23/03

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**THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION OF
FLA-PWH V, 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 Third Amendment to its Articles of Incorporation:

1. The name of the corporation is FLA-PWH V, Inc. (the "Corporation").
2. The following amendment of the Articles of Incorporation was adopted by the sole shareholder and sole Director of the Corporation (the number of votes cast being sufficient for approval) by the Unanimous Written Consent of Sole Director and Sole Shareholder of the Corporation in Lieu of a Special Joint Meeting dated as of October 22, 2003 in the manner prescribed by Sections 607.1003 and 607.1006 of the Florida Business Corporation Act:
3. The following Article XIII is added to the Articles of Incorporation:

"ARTICLE XIII - INDEPENDENT DIRECTOR"

There shall be at least one duly appointed member of the Board of Directors (an "Independent Director") who shall not have been at the time of such individual's initial appointment, and may not have been at any time during the preceding five years, and shall not be at any time while serving as a director of the Corporation either (i) a shareholder of, or an officer, director, partner or employee of, the Corporation or any of its shareholders, partners, members, subsidiaries or affiliates (it being understood and agreed, however, that such individual may be a director of one or more affiliates of the Corporation who enter into loan transactions simultaneously with the limited partnership in which the Corporation is the general partner), (ii) a customer of, or supplier to, the Corporation or any of its shareholders, partners, members, subsidiaries or affiliates, (iii) a person or other entity controlling or under common control with any such shareholder, officer, partner, member, employee, supplier or customer, or (iv) a member of the immediate family of any such shareholder, officer, partner, member, employee, supplier or customer. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policy of a person or entity, whether through ownership of voting securities, by contract or otherwise."

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

FLA-PWH V, Inc., a Florida corporation

By: 

Patrick J. DiSalvo, Vice President

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