



504479

ACCOUNT NO. : 072100000032

REFERENCE : 681159 97945A

AUTHORIZATION

COST LIMIT : \$ 96.25

Patricia Pizutto

ORDER DATE : January 26, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 681159-005

200002411502--2

CUSTOMER NO: 97945A

CUSTOMER: Edward L. Tobin, Esq
Edward L. Tobin, Pa
Suite 800
444 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: HIALEAH CAPITAL CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

*AM
DEC
1/27*

FILED
98 JAN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 26 PM 12:19
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1998

CSC
STACY EARNEST
TALLAHASSEE, FL

SUBJECT: HIALEAH CAPITAL CORPORATION
Ref. Number: S04479

We have received your document for HIALEAH CAPITAL CORPORATION and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00004291

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 JUN 27 AM 10:31
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

OF

HIALEAH CAPITAL CORPORATION

(BY VOTE OF THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER)

FILED
98 JAN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS HIALEAH CAPITAL CORPORATION.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED "II" SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

ARTICLE II: NATURE OF BUSINESS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

1. To act and serve as Sole General Partner of Hialeah Westland Partners, Ltd., a limited partnership, organized under the laws of the State of Florida (the "Partnership") which Partnership is presently the owner of that certain parcel of real property, together with all improvements located thereon, in the City of Hialeah, State of Florida, commonly known as Westland Plaza Shopping Center (the "Property").

2. To do all acts, things and matters in connection with the Partnership's owning, holding, selling, assigning, transferring, operating, leasing, mortgaging, pledging and otherwise dealing with the Property.

3. To exercise all powers enumerated in the Articles of Incorporation of HIALEAH CAPITAL CORPORATION necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

THIRD: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED "VIII" SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

ARTICLE VIII: MANAGEMENT

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary the following shall govern:

For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
3. Its Board of Directors shall hold appropriate meetings (or act by unanimous

consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
12. It shall hold itself out as any entity separate from its parent and any affiliate."

For purpose of this Article VIII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent 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.

"parent" means, with respect to a corporation, any other corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the Corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

FOURTH: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED "XI" SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

ARTICLE XI: AMENDMENT AND INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary the following shall govern:

Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

These Articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders.

The Corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation for such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President, Sole Director and Sole Shareholder of Hialeah Capital Corporation, do make and file these Articles of Amendment and certify that the same has been authorized and unanimously approved by all of the Officers, Directors and Shareholders of the Corporation, adopted January 23, 1998.

Dated this 23 day of January, 1998.

By: 

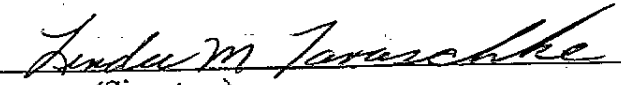
Fredric N. Karlton

Its: President, Sole Director and Sole Shareholder of
Hialeah Capital Corporation

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 23 day of January, 19 98, by Fredric N. Karlton, as President of Hialeah Capital Corporation, a Florida corporation, on behalf of the Corporation. He/she is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

NOTARY PUBLIC


(Signature)

LINDA M TARASCHKE
(Print Name)

State of Florida at Large
My Commission expires:



LINDA M. TARASCHKE
COMMISSION # CC 676652
EXPIRES SEP 1, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.