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REFERENCE : 343851 4311473

AUTHORIZATION : *Patricia Pizzini*

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FILED
97 APR 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 25, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 343851-005

CUSTOMER NO: 4311473

500002154735--6

CUSTOMER: Marcia Cox, Legal Assistant
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: I.R.E. BMOC, 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

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

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REC 4/25
RECEIVED
97 APR 25 AM 10:41

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
I.R.E. BMOC, INC.

FILED
97 APR 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of I.R.E. BMOC, INC., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Article II shall be deleted in its entirety and amended to read as follows:

ARTICLE II - PURPOSE

This Corporation is organized to own and operate Buildings 7, 8, 13, 14 and 15 of the Burlington Manufacturers Outlet Center (the "Project") and for no other purpose whatsoever.

2. The undersigned, hereby certifies that the foregoing amendment to the Articles of Incorporation was duly adopted and unanimously approved by the shareholders and directors of the Corporation by a joint action by unanimous written consent in lieu of a meeting on April 16, 1997. The number of votes cast was sufficient for approval.

Dated: April 21st, 1997

I.R.E. BMOC, INC.

By: Alan B. Levan
Alan B. Levan, President