OF CORPORATION PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

(((H98000013836 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLAGLER DEVELOPMENT, INC.

AUDIT NUMBER...... H98000013836 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0 CERT. COPIES.....0

PAGES.....

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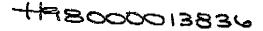
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CERTIFICATE OF

AMENDMENT OF ARTICLES OF INCORPORATION OF FLAGLER DEVELOPMENT, INC.

SECRETAL SEE FLORIDA

The undersigned, Director/President, of FLAGLER DEVELOPMENT, INC., a Corporation organized under the laws of the State of Florida certifies that:

- 1. Amendment adopted: A new Article I Address The address of the Corporation is amended to 2951 South Bayshore Drive, Miami, Florida 33133:
- 2. Amendment adopted: Article IV Initial Registered Office and Agent The street address of the registered office of this corporation in the State of Florida shall be 2951 South Bayshore Drive, Miami, Florida 33133. The name of the registered agent of this Corporation at that address shall be Ricardo Dunin.
- The date of the adoption of the above amendment is July
 1998.
- 4. The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of July, 1998.

Ricardo Dunin, Director/President

Prepared by: Stephen A. Freeman 520 Brickell Key Dr., Suite 0-305 Miami, Florida 33131 Florida Bar No.: 146795 (305) 374-3800

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and the name of the registered agent of the corporation at that address is:

Ricardo Dunin

Dated: This 22nd day of July, 1998.

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CONSENT ACTION OF THE DIRECTOR OF FLAGLER DEVELOPMENT, INC.

The undersigned, being the sole Director/President of Flagler Development, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filled with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Articles I and IV, which will read as follows:

Article I:
The address of the principal office of the corporation shall be:

2951 South Bayshore Drive Miami, Florida 33133

Article IV: The street address of the registered office of the corporation shall be:

2951 South Bayshore Drive Miami, Florida 33133

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- The name of the corporation is: Flagler Development, Inc. 1.
- The name and address of the Registered agent and office 2. is: Ricardo Dunin, 2951 South Bayshore Drive, Miami, Florida 33133

Signature:

Ricardo Dunin

Title:

President/Director

Date:

July 22, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Ricardo Dunin

Date:

July 22, 1998

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