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(2)

ACCOUNT NO. : 072100000032

REFERENCE : 762168 4728359

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ ~~35.00~~ 87.50

ORDER DATE : March 31, 1998

Per Andrea

ORDER TIME : 9:57 AM

ORDER NO. : 762168-010

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

200002473392--U

DOMESTIC AMENDMENT FILING

NAME: RESOURCE CAPITAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 X CERTIFIED COPY
 XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE
APR - 1 1998

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED RECEIVED
98 MAR 31 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
98 MAR 31 AM 10:37

3/31
Jon
Name change
CC

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RESOURCE CAPITAL CORPORATION

FILED
98 MAR 31 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Resource Capital Corporation, a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

Article I

Corporate Name

The name of the Corporation is Resource Realty Group, Inc.

EFFECTIVE DATE
APR - 1 1998

2. The foregoing amendment shall become effective as of April 1, 1998.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.1003, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment, declaring its advisability and directing that such amendment be considered by the Shareholders of the Corporation; a majority in interest of the Corporation's single class of voting stock having voted in favor thereof by written action dated March 30, 1998; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this 30th day of March 1998.

Resource Capital Corporation



By: O.E. Melo, President and Secretary