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SECURITIES
ARBITRATION

July 12, 2001

Via Federal Express

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-07/13/01--01064--006
*****43.75 *****43.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**Re: Articles of Amendment to Articles of Incorporation of
Continental Properties Group, Inc.**

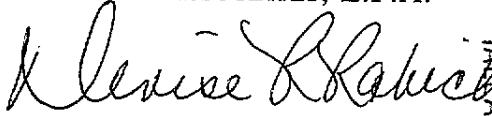
To Whom It May Concern:

I enclose the original Articles of Amendment to the Articles of Incorporation of Continental Properties Group, Inc. along with a check in the amount of \$43.75 representing the \$35 filing fee and \$8.75 fee for a certified copy.

Please file the Articles of Amendment and return the certified copy to me in the enclosed prepaid Federal Express mailer. If you have any questions, please contact me immediately. Thank you.

Very truly yours,

GRADY & ASSOCIATES, L.P.A.



Denise R. Rakich
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 13 PM 12: 21

FILED

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Enclosures

cc: Thomas R. Grady, Esq.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CONTINENTAL PROPERTIES GROUP, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Continental Properties Group, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on April 2, 2001, in the manner prescribed by Section 607.1003, Florida Statutes.

THIRD: Article I of the Articles of Incorporation of Continental Properties Group, Inc. is amended to read as follows:

FIRST: The name of the corporation (the "Corporation") is PORT ROYAL PROPERTIES GROUP, INC.

Dated as of this 1st day of June, 2001.

CONTINENTAL PROPERTIES GROUP, INC.

By: _____

Thomas R. Grady
Sole Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Section 607.1003, Florida Statutes, being all of the Directors and shareholders of Continental Properties Group, Inc., do hereby manifest our desire and intention that the First Article of the Articles of Incorporation of Continental Properties Group, Inc. filed May 5, 1986 be amended to read as follows:

FIRST: The name of the corporation (the "Corporation") is PORT ROYAL PROPERTIES GROUP, INC.

Dated as of this 1st day of June, 2001.

CONTINENTAL EQUITIES GROUP,
INC., a Florida corporation
Sole Shareholder

By: _____

Thomas R. Grady, President

Thomas R. Grady
Sole Director