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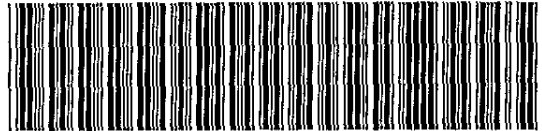
(Business Entity Name)

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8/1/31

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ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

July 28, 2003

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

**RE: *Adrian Real Estate Investments I, Inc.; Adrian Real Estate Investments I, L.L.C.;
Adrian Real Estate Investments III, Inc.; Adrian Real Estate Investments III, L.L.C.; Adrian
Real Estate Investments IV, Inc.; Adrian Real Estate Investments IV, L.L.C.; Adrian Real
Estate Investments VI, Inc.; Adrian Real Estate Investments VI, L.L.C.;***

Dear Gretchen:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of the above-referenced corporations and the Articles of Amendment of Articles of Organization of the above-referenced limited liability companies. Please process these papers as quickly as possible.

Please provide us by fax with a certificate of Good Standing for the limited liability company and the corporation with the new names and evidence of the filing of the enclosed documents. I would also appreciate if you would return the originals using the enclosed Federal Express slip.

We have enclosed a check in the amount of \$240.00 for the filing fee for all the amendments. Should you require any further information, please do not hesitate to contact our offices.

Thank you very much for your ongoing assistance.

Yours truly,


Ivette Halphen Leon, Esq.

:IHL

Enclosures

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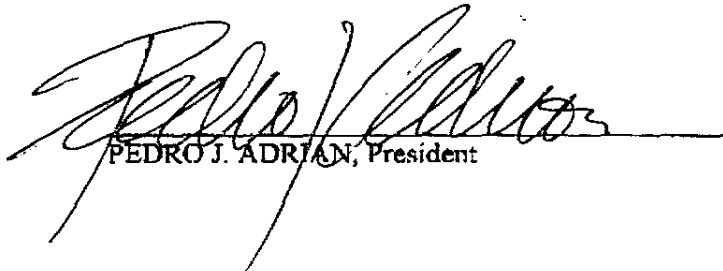
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ADRIAN REAL ESTATE INVESTMENTS III, INC.

PEDRO J. ADRIAN, as President and Secretary of ADRIAN REAL ESTATE INVESTMENTS III, INC., (the "Corporation"), hereby certify that all of the Shareholders of the Corporation, adopted a resolution by unanimous written consent on the 25th day of July, 2003, which approved and adopted the following amendment to the Corporation's Article of Incorporation:

"ARTICLE I

The name of the Corporation shall be BAHIA HONDA REAL ESTATE INVESTMENTS III, INC."

25th IN WITNESS WHEREOF, PEDRO J. ADRIAN executed this Certificate the day of July, 2003


PEDRO J. ADRIAN, President

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