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GREENBERG
TRAURIG

DAVID S. KENIN
305-579-0585

March 27, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/31/97--01157--002
*****87.50 *****87.50

Re: ANDREW BAUMANN FINE BUILDER, INC. (formerly ACTIVE BUILDERS SOUTH, INC.), a Florida corporation - Amendment to Change Name to "ANDREW BAUMANN BUILDER, INC." - Our File No. 13414.09

Ladies and Gentlemen:

Enclosed are two duplicate originals of Articles of Amendment for Andrew Baumann Fine Builder, Inc., a Florida corporation (formerly Active Builders South, Inc.), attached to each of which is a Special Corporate Action by the Sole Director and Sole Shareholder of said corporation, authorizing a change of name with respect to said corporation, to "Andrew Baumann Builder, Inc.". We are further enclosing Check No. 1191 of our client, dated March 18, 1997, in the amount of $87.50 drawn on Sun Bank/Miami N.A., and payable to the order of the Secretary of State of Florida in the amount of $87.50, to cover costs of filing the enclosed Amendment document, and the costs of a Certified Copy of the Amendment.

When the original Articles of Amendment have been duly filed in your office, please be kind enough to transmit the Certified Copy to us.

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Thank you for your courtesy.

Very truly yours,

DAVID S. KENIN

DSK/pfs
Encls.

TLL APR 2 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 4:01

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANDREW BAUMANN FINE BUILDER, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **ANDREW BAUMANN FINE BUILDER, INC.**(the "Corporation"), **Charter #P92000003696**, filed on November 12, 1992, as amended by Articles of Amendment to Articles of Incorporation of Active Builders South, Inc. under Document No. **P92000003696**, filed February 14, 1997.

2. The following Amendment to the Articles of Incorporation was adopted by the all of the Directors of the Corporation and by all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on March 18, 1997 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

Name

The name of the Corporation is **ANDREW BAUMANN BUILDER, INC.** (hereinafter called the "Corporation") and its address is: 4444 S.W. 71st Avenue, Suite 110, Miami, Florida 33155.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of **ANDREW BAUMANN FINE BUILDER, INC.** this 18th day of March, 1997.

ANDREW BAUMANN FINE BUILDER, INC.,
a Florida corporation

BY: ______________________
Andrew Baumann,
President and Secretary

SPECIAL CORPORATE ACTION
BY THE SOLE DIRECTOR
AND SOLE SHAREHOLDER OF

ANDREW BAUMANN FINE BUILDER, INC.

The undersigned, being the Sole Director and Shareholder of **ANDREW BAUMANN FINE BUILDER, INC.** (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

RESOLVED, that the Corporation's Articles of Incorporation shall be amended as reflected in the Second Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to execute the Second Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the Sole Director and Shareholder has executed the foregoing Special Corporate Action for the purposes herein expressed this 18th day of March, 1997.

SOLE DIRECTOR and SOLE SHAREHOLDER:

ANDREW BAUMANN