

**P9700005/562**  
 **NATIONAL INCOME REALTY TRUST**

July 14, 1997

**VIA AIRBORNE EXPRESS**

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

Re: **Fountainhead, Inc.**

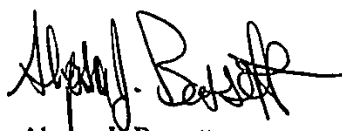
500002238305--8  
-07/15/97--01053--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Fountainhead, Inc. Also enclosed is a check in the amount of \$35.00 which represents the filing fee.

Please return a filed copy of the Amendment in the overnight envelope provided for your convenience. Thank you for your cooperation in this matter.

Very truly yours,

  
Alyssa J. Bassett

Enclosures

wpdca:ab97/ncs/11.kr/b

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 22 AM 11:37

*Amend*  
JUL 22 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

ALYSSA J. BASSETT  
NATIONAL INCOME REALTY TRUST  
280 PARK AVENUE, EAST BUILDING, 20TH FL.  
NEW YORK, NY 10017

SUBJECT: FOUNTAINHEAD, INC.  
Ref. Number: P97000051562

We have received your document for FOUNTAINHEAD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide street addresses for the officers listed in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 397A00036760

RECEIVED  
97 JUL 22 AM 11:19  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FOUNTAINHEAD, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 22 AM 11:37

Pursuant to Florida Statutes Section 607.181, the Articles of Incorporation of Fountainhead, Inc., a Florida corporation, filed with the Florida Secretary of State, Tallahassee, Florida, on June 11, 1997, is hereby amended as follows:

1. The following Article is hereby added:

**ARTICLE XIII  
OFFICERS**

The names and addresses of the officers of this Corporation are as follows:

|                                                          |                       |
|----------------------------------------------------------|-----------------------|
| Chief Executive Officer and President:                   | William S. Friedman * |
| Chief Operating Officer:                                 | Bruce Schnitz         |
| Chief Financial Officer:                                 | Robert Irvine         |
| Chief Accounting Officer:                                | Erin Davis            |
| Treasurer:                                               | Todd Minor            |
| Sr. Vice President - Commercial Asset<br>Management:     | Chris Clinton         |
| Sr. Vice President - Acquisitions:                       | Peter Larsen          |
| Sr. Vice President - Residential Asset<br>Management:    | Bill Lockhart         |
| Sr. Vice President - Director of<br>Property Management: | Neil Swingruber       |
| Sr. Vice President - Construction:                       | Larry Grigsby         |
| Secretary and Vice President:                            | Lawrence S. Hartman   |
| Assistant Secretary:                                     | Eileen Goldberg       |
| Vice President - Asset Management                        | Janice Cline          |

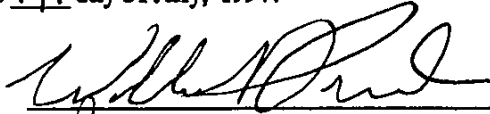
The foregoing amendment was adopted by the Board of Directors of the Corporation on the 24th day of June, 1997, without shareholder action as shareholder action was not required.

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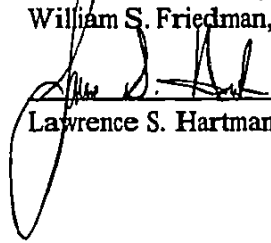
\* collectively, the business address of the above is as follows:

3100 Monticello, Suite 200  
Dallas, Texas 75205

IN WITNESS WHEREOF, the undersigned President and Director of this corporation have executed these Articles of Amendment this 14<sup>th</sup> day of July, 1997.



William S. Friedman, President



Lawrence S. Hartman, Director

STATE OF NEW YORK  
COUNTY OF New York

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 1997, by William S. Friedman, the President of FOUNTAINHEAD, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.



NOTARY PUBLIC

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

ALYSSA J. BASSETT  
Notary Public, State of New York  
No. 4980837  
Qualified in New York County  
Commission Expires April 22, 1999

STATE OF NEW YORK  
COUNTY OF New York

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 1997, by Lawrence S. Hartman, the Secretary of FOUNTAINHEAD, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.



NOTARY PUBLIC

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

ALYSSA J. BASSETT  
Notary Public, State of New York  
No. 4980837  
Qualified in New York County  
Commission Expires April 22, 1999