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ACCOUNT NO. : 072100000032

REFERENCE : 900153 10329A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 22, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 900153-005

CUSTOMER NO: 10329A

CUSTOMER: Robert Darnell, Esq
Hankin Persson & Darnell
Suite 400 & 406
2033 Main Street
Sarasota, FL 34237

FILED
98 JUL 22 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GALLERY OF HOMES REAL ESTATE,
INC.

EFFECTIVE DATE:

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-07/22/98--01058--019
*****35.00 *****35.00

XX ARTICLES OF AMENDMENT *nk*
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

DB 7/23

RECEIVED
98 JUL 22 PM 12:18
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GALLERY OF HOMES REAL ESTATE, INC.

FILED
98 JUL 22 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, EDWARD E. EDSEL, President and Secretary of GALLERY OF HOMES REAL ESTATE, INC. certifies that:

1. He is the President and Secretary of GALLERY OF HOMES REAL ESTATE, INC., a Florida corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on June 12, 1998.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on July 20, 1998.

3. There are 1,000 shares of common stock issued and outstanding. All of said issued and outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Amendment.

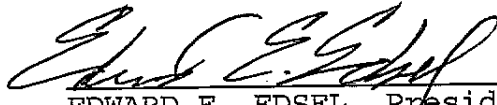
4. Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is:

SUNCOAST REAL ESTATE & MARKETING GROUP, INC."

IN WITNESS WHEREOF, the undersigned President and Secretary
of the Corporation has executed these Articles of Amendment this
21 day of JULY, 1998.



EDWARD E. EDSEL, President and
Secretary