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February 26, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Anchor Inn Apartments, Inc.\American Investment Associates Incorporated

Gentlemen:

Please find enclosed Articles of amendment to articles of incorporation for Anchor Inn Apartments, Inc. along with our check in the amount of \$35.00 reflecting your fee for filing. We have also enclosed a stamped self-addressed envelope for your convenience in returning the stamped document to our office.

Your prompt attention to this matter is appreciated.

Sincerely,

SCOTT & SCOTT, P.A.

Holly E. Scott
Holly E. Scott

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION FOR ANCHOR INN APARTMENTS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed the 12th day of June, 1968, in the office of the Secretary of State of the State of Florida.

FIRST: The name of the corporation is AMERICAN INVESTMENT ASSOCIATES INCORPORATED.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

Change of Name:

From: ^{THE} ANCHOR INN APARTMENTS, INC.,

To: AMERICAN INVESTMENT ASSOCIATES INCORPORATED

THIRD: The amendment was adopted by the Board of Directors on the 25th day of February, 1997.

FOURTH: The amendment was approved by a majority of the members of the corporation on the 25th day of February, 1997.

FIFTH: The amendment was adopted unanimously by the shareholders of the corporation on the 25th day of February, 1997.

DATED: February 25, 1997.

AMERICAN INVESTMENT
ASSOCIATES INCORPORATED

By: _____

Allen C.D. Scott, II
President

Attest: _____

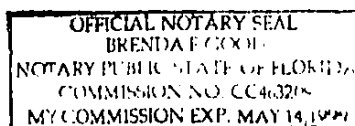
Holly E. Scott, Secretary

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ALLEN C.D. SCOTT, II, to me personally known and known to be the President of this corporation and the person who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, this 26 day of February, 1997.

Brenda E. Gorda
Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA