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HARBOUR REAL ESTATE CORPORATION
4975 S.W. 85 Street
Miami, FL 33143

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 29 PM 12:31

January 24, 2001

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

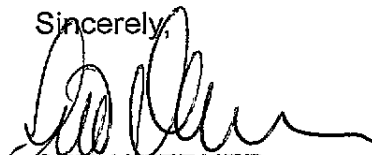
Re: Harbour Real Estate Corporation

Dear Sir or Madam:

Enclosed please find executed Articles of Amendment to the Articles of Incorporation of Harbour Real Estate Corporation changing the name to Harbour Real Estate Investments, Inc., along with a check in the amount of \$35.00 to cover the filing fees for same.

Thank you very much for your assistance. If you have questions or require additional information to complete this transaction, please contact Chris Anderson at 305-662-8886.

Sincerely,


SETH WERNER
President

N/C

~~Amend.~~

V. SHEPARD JAN 31 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARBOUR REAL ESTATE CORPORATION**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:


FIRST: The corporate name shall be changed from Harbour Real Estate Corporation to:

HARBOUR REAL ESTATE INVESTMENTS, INC.

SECOND: The effective date of this Amendment shall be the date of execution as noted below

THIRD: The adoption of this Amendment was approved and adopted by the sole shareholder and Board Member of the corporation.

Signed this 25 day of January, 2001.

By: 
SETH WERNER
President, Sole Shareholder, and
Sole Director