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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS		AMENDMENTS			·
Profit Not for Profit Limited Liability Domestication Other		Amendment Resignation of Change of Reg Dissolution/Wi Merger		 	· · 3
OTHER FILINGS		REGISTRATION/QUALIFICATION		- 	
Annual Report Fictitious Name CR2E031(7/97)		Foreign Limited Partne Reinstatement Trademark Other	rship		
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ARTICLES OF AMENDMENT TO RESTATED ARTICLES OF INCORPORATION OF PRUDENT PROPERTY MANAGERS, INC.

- OZMAY ELLED SECRETARY OF PH 1:29 1. The name of the Corporation is Prudent Property Managers, Inc.
- 2. The Restated Articles of Incorporation of the Corporation are hereby amended by deleting Article III thereof in its entirety and by substituting in lieu thereof the following new Article III:

"ARTICLE III.

The aggregate number of shares which the Corporation shall have authority to issue is 1,001, of which one share is \$0.01 par value Preferred Stock and 1,000 shares are of a par value of \$0.01 each and are of two classes, as follows: Class A Common Stock - 400 shares and Class B Common Stock - 600 shares. Class A and Class B shares of Common Stock shall be identical in all respects except that all Class A shares shall be non-voting shares. The Preferred Stock shall be identical in all respects to the Class A Common Stock, "

3. The Restated Articles of Incorporation of the Corporation are hereby amended by deleting Article VII thereof in its entirety and by substituting in lieu thereof the following new Article VII:

"ARTICLE VII.

The number of directors constituting the Board of Directors of the Corporation is one which may be increased by the bylaws."

The Restated Articles of Incorporation of the Corporation are hereby 4. amended by deleting Article VIII, IX and X thereof in their entirety.

IN WITNESS WHEREOF, the Corporation, by the undersigned, has executed these Articles of Amendment to the Articles of Incorporation on the 30 day of 50 day. 2001.

Prudent Property Managers, Inc.

Sanford Hildebrandt Procider