

387639

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October 10, 2001

VIA FEDERAL EXPRESS

Ms. Susan Payne
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800004641828--3
-10/18/01-01004-024
1085.00 **35.00

Re: Property Resources Corporation
Reinstatement/Amendment

800004641828--3
-10/18/01-01004-024
1085.00 **35.00

Dear Susan:

Pursuant to our telephone conversation, enclosed please find the following:

1. Original Articles of Amendment to the Articles of Incorporation changing the corporate name to Property Resources and Company.
2. Copy of Written Consent of the Board of Directors

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

FLEMING, HAILE & SHAW, P.A.

By:

Deborah J. Reborchick, CLA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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enclosures

cc: Joseph R. Bagby

Backdated to
original date
of receipt due
to Reinst.

NIC Amend
spayne
10/12/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 10, 2001

PROPERTY RESOURCES CORPORATION
125 BRAZILIAN AVENUE
PALM BEACH, FL 33480

SUBJECT: PROPERTY RESOURCES CORPORATION
Ref. Number: 387639

We have received your document for PROPERTY RESOURCES CORPORATION and check(s) totaling \$900.00. However, your check(s) and document are being returned for the following:

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1999 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1999 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$1050.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2001 Annual Report/Uniform Business Report and Supplemental Fee.

The name of the above listed entity is no longer available. Please file an amendment changing the name of this entity. The amendment filing fee is \$35.00.

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) 245-6059.

Michelle Milligan
Document Specialist

Letter Number: 401A00050788

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October 2, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Property Resources Corporation
Reinstatement/Amendment

Dear Sir/Madam:

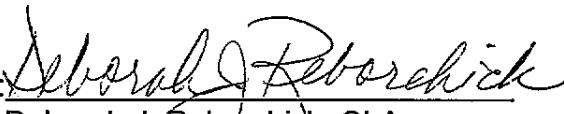
Enclosed please find the following:

1. Copy of Secretary of State letter dated September 10, 2001.
2. Original Application for Reinstatement.
3. Original Articles of Amendment to the Articles of Incorporation
4. Copy of Written Consent of the Board of Directors
5. Corporate check number 5248 in the amount of \$1,085.00 which represents the reinstatement fee and amendment fee.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

FLEMING, HAILE & SHAW, P.A.

By: 
Deborah J. Reborchick, CLA

enclosures

cc: Joseph R. Bagby

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

PROPERTY RESOURCES CORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the Corporation is PROPERTY RESOURCES CORPORATION, and pursuant to the amendments set forth below, will be changed to PROPERTY RESOURCES AND COMPANY, INC.

2. The following amendment of the Articles of Incorporation was adopted by the Directors of the Corporation on October 10th, 2001, by written consent in accordance with the Florida General Corporation Act:

Article I is hereby amended to read in its entirety as follows:

The name of the corporation is **PROPERTY RESOURCES AND COMPANY, INC.**

3. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 10th day of October, 2001.

By: Joseph R. Bagby
Joseph R. Bagby, its President and Director

By: Martha G. Bagby
Martha G. Bagby, its Secretary and Director

PROPERTY RESOURCES CORPORATION

Written Consent of the Board of Directors

Pursuant to the Florida Business Corporation Act, Section 607.0821 of the Florida Statutes, the undersigned, constituting all of the members of the Board of Directors of PROPERTY RESOURCES CORPORATION, a Florida corporation (the "Corporation"), do hereby adopt the following resolutions:

RESOLVED, that the name of the Corporation be changed to Property Resources and Company, Inc.

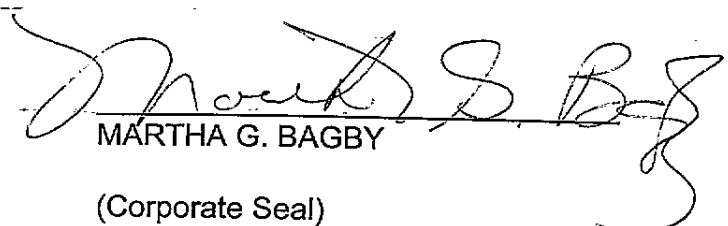
RESOLVED, that the President of the Corporation is hereby authorized to file Articles of Amendment to the Articles of Incorporation to amend the name of the corporation to Property Resources and Company, file reinstatement with the State of Florida, and pay all expenses and reimburse all persons for expenditures made in connection with the filing of the amendment and reinstatement of the Corporation;

RESOLVED, that the Officers of this Corporation be, and each of such persons hereby is, authorized and directed, in the name and on behalf of this Corporation, to take or cause to be taken any and all action to execute and deliver any and all agreements, certificates, instructions, notices, requests and instruments, and to do any and all such things as any of them in their discretion may deem to be necessary or desirable to effectuate the foregoing resolution and to carry out the purposes thereof, such determination to be conclusively evidenced by the execution and delivery of any such agreements, certificates, instructions, notices, requests and instruments.

IN WITNESS WHEREOF, this Written Consent was executed by the Directors as of the 10th day of October, 2001.

AS DIRECTORS:


JOSEPH R. BAGBY


MARTHA G. BAGBY
(Corporate Seal)