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PROJECT ADVISERS CORP.

Property Management Professionals

476006

November 15, 2001

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

100004687541--4
-11/19/01--01060--018
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an Amendment to Project Advisers Corporation's Articles of Incorporation, and a check for \$35.00.

If you have any questions, do not hesitate to contact me.

Sincerely,

Nicholas J. Barbella
Executive Vice President

FILED
01 NOV 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
11-28-01
DAS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

01 NOV 19 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROJECT ADVISERS CORPORATION

(present name)

476006

(Document Number of Corporation (if known))

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: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VIII is amended as follows:

Nicholas J. Barbella is appointed as: Executive Vice President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 1, 2001.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

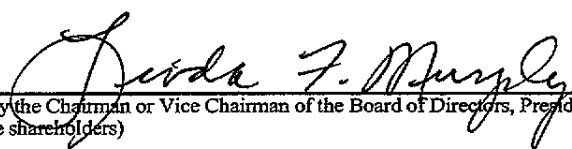
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of November, 2001.

Signature _____


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LINDA F. MURPHY

(Typed or printed name)

PRESIDENT, CHIEF EXECUTIVE OFFICER

(Title)