

576392

LEFTER, CUSHMAN & WILKINSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW
696 FIRST AVENUE NORTH, SUITE 201
ST. PETERSBURG, FLORIDA 33701-3649
TELEPHONE (727) 823-1514
FAX (727) 823-0328
E MAIL ADDRESS
GBarryW1@cs.com

J. BAIRD LEFTER
G. BARRY WILKINSON

OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN
RICK W. SADORF

July 11, 2000

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

500003322555--3
-07/13/00--01086--003
*****35.00 *****35.00

Re: Cunningham Properties, Inc.

Gentlemen:

Enclosed herewith please find the following for the above referenced matter:

1. Original and one (1) copy of the Articles of Amendment;
2. Check # 11393 in the amount of Thirty-Five Dollars (\$35.00) for the filing fee;
3. Copy of the Unanimous Consent in Lieu of Special Meeting of Shareholders and Directors of Cunningham Insurance Agency of Naples, Inc.; and
4. Pre-addressed stamped envelope.

Please file the Articles of Amendment and return to my office. Thank you for your assistance.

If you have any questions or if you need any additional information, please do not hesitate to contact me.

W00000018367

NK
8-1-00
PHS

Very truly yours,

G. Barry Wilkinson

FILED
00 JUL 13 AM 10:16
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GBW:lcl

Enclosures

cc: Harry M. Cunningham

LEFTER, CUSHMAN & WILKINSON, P.A.

J. BAIRD LEFTER
G. BARRY WILKINSON

ATTORNEYS AND COUNSELORS AT LAW
696 FIRST AVENUE NORTH, SUITE 201
ST. PETERSBURG, FLORIDA 33701-3649
TELEPHONE (727) 823-1514
FAX (727) 823-0328
E MAIL ADDRESS
GBarryW1@cs.com

OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN
RICK W. SADORF

July 28, 2000

Doug Spitler, Document Specialist
Department of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Cunningham Insurance Agency of Naples, Inc.
Ref. Number: 576392
Letter Number: 800A00040221

Dear Mr. Spitler:

I am writing to follow up our telephone conversation on Wednesday, July 26, 2000, and my telephone conversation with Susan Paine of the same date. Ms. Paine said that the documents were in acceptable form and for me to re-submit them to you with no changes.

Accordingly, please find enclosed the following documents:

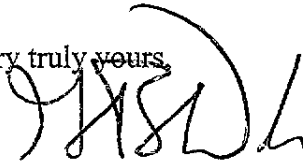
1. A copy of your letter dated July 24, 2000;
2. Original Articles of Amendment of Cunningham Insurance Agency of Naples, Inc. which show the date of execution of June 30, 2000;
3. Copy of the same Articles of Amendment; and
4. Copy of the Unanimous Consent in Lieu of Special Meeting of Shareholders and Directors of Cunningham Insurance Agency of Naples, Inc. which shows that it is in lieu of a special meeting as of June 30, 2000 and which is dated June 30, 2000.

I trust these documents are in acceptable form for recording. Thank you for your consideration.

Doug Spitler, Document Specialist, Department of Corporations
Cunningham Insurance Agency of Naples, Inc., Ref. Number: 576392
Letter Number: 800A00040221
July 28, 2000
Page 2

If you have any questions or if you need any additional information, please do not hesitate to contact me. If you have any problems with these documents, please telephone me before returning them.

Very truly yours,

A handwritten signature in black ink, appearing to read 'GBW', with a large, sweeping flourish extending from the end of the signature.

G. Barry Wilkinson

GBW:lcl



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

JUL 26 2000

July 24, 2000

LEFTER, CUSHMAN & WILKINSON, P.A.
SUITE 201
696 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33701-3649

SUBJECT: CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC.
Ref. Number: 576392

We have received your document for CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 800A00040221

*Spoke w/ Supervisor
Payroll
Saron 7/26/2000
She Saron Re-Schedule*

ARTICLES OF AMENDMENT

OF

CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC. FILED
00 JUL 13 AM 10:16
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE 1: NAME

The present name of the corporation is: CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC.

ARTICLE 2: NAME

Article 1 of this corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE 1: NAME

The name of this corporation is: CUNNINGHAM PROPERTIES, INC."

ARTICLE 3: ADOPTION

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.181(3), Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of such written consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 30th day of June, 2000.

CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC.

By: 

HARRY M. CUNNINGHAM, as President

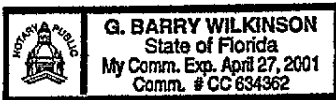
Attest: 

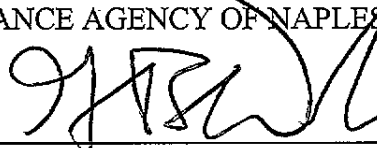
DANIEL E. CUNNINGHAM, as Secretary

STATE OF FLORIDA

COUNTY OF COLLIER:

The foregoing instrument was acknowledged before me this 30th day of June, 2000, by HARRY M. CUNNINGHAM and DANIEL E. CUNNINGHAM, President and Secretary respectively, on behalf of the corporation now known as CUNNINGHAM PROPERTIES, INC., formerly known as CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC..





Notary Public - State of Florida

My Commission Expires: 4/27/2001

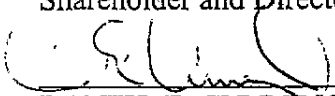
UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS AND DIRECTORS OF
CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC.

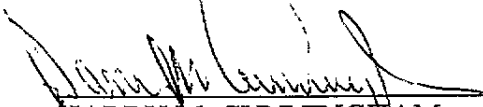
This Consent shall be in lieu of a special meeting of the Directors and Shareholders of CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC. as of June 30, 2000.

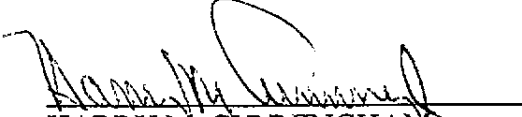
The undersigned, being all of the Shareholders and members of the Board of Directors of CUNNINGHAM INSURANCE AGENCY OF NAPLES, INC., acting without meeting pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to CUNNINGHAM PROPERTIES, INC. and approve and adopt the foregoing Articles of Amendment.

Dated: June 30, 2000.


H. CHRISTOPHER CUNNINGHAM
Shareholder and Director


DANIEL E. CUNNINGHAM
Shareholder and Director


HARRY M. CUNNINGHAM
Shareholder and Director


HARRY M. CUNNINGHAM,
as Personal Representative of the Estate
of Elizabeth S. Cunningham, Deceased,
Shareholder