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December 4, 2000

Secretary of State
State of Florida
Charter Section, Division of
Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: Articles of Amendment of the
Articles of Incorporation
of A. Clinton Brooks & Co., Inc.

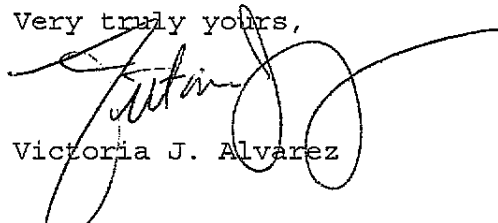
Dear Sir or Madam:

Enclosed for filing is an original of the Articles of Amendment of the Articles of Incorporation for the above-referenced corporation, together with check number 2764 in the amount of \$43.75, representing your filing fee (\$35.00) and certified copy fee (\$8.75).

I would appreciate your filing the Articles of Amendment and returning a certified copy to the undersigned at your earliest convenience.

If you should have any questions, please do not hesitate to call.

Very truly yours,


Victoria J. Alvarez

VJA:dm

Enclosures

cc: Amy K. Seeks, President (w/ enc)
Charles Stuart, C.P.A. (w/ enc)

N/C

Y SHEPARD DEC 11 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -6 AM 10:18

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
A. CLINTON BROOKS & CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -6 AM 10:18

A. CLINTON BROOKS & CO., INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article I of the Articles of Incorporation as of the date hereof and substituting in its place the Article set forth below.

2. As amended below, Article I of the Articles of Incorporation has the sole effect of changing the Corporation's name from "A. Clinton Brooks & Co., Inc." to "Brooks Real Estate, Inc.".

3. This Amendment to the Articles of Incorporation was approved by unanimous joint written consent of the stockholders and Board of Directors of the Corporation, adopted as of the 6th day of November, 2000.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, the name of the Corporation shall be "Brooks Real Estate, Inc." and Article I of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE I

Name

The name of this corporation shall be:

Brooks Real Estate, Inc.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President.

BROOKS REAL ESTATE, INC.

By. 
AMY K. SEEKS, President