

Palmer, Palmer & Mangiero, P.A.

Counselors at Law

707490

Paul Palmer
David Mangiero

Alfred R. Palmer
of Counsel

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156-5960
Telephone (305) 378-0011
Fax (305) 378-5512

January 9, 1997

VIA CERTIFIED MAIL P 123 695 333
RETURN RECEIPT REQUESTED

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-01/14/97--01183--001
*****43.75 *****43.75

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

Re: Certificate of Amendment - Realtor Association of Coral
Gables, Kendall & Perrine Inc.
Reservation No. R96000005293
Our File No. 96-148

Dear Sir/Madam:

Please find enclosed Certificate of Amendment to the Articles of
Incorporation of Realtor Association of Coral Gables, Kendall &
Perrine Inc., for filing with your office.

You will also find our Trust Account check in the amount of \$43.75
to cover the filing fee for the Amendment, plus a Certificate of
Status, for Realtor Association of Dade County, Inc., payable to
the Department of State.

The reservation number for Realtor Association of Dade County, Inc.
is R96000005293. Enclosed a copy of the name reservation letter
received.

Should you have any questions or need additional information,
please contact the undersigned.

Sincerely,

Becky Shirey

Becky Shirey
Secretary to Paul Palmer, Esq.

/bds

- Enc. - Certificate of Amendment
- Check
- November 6, 1996 Letter

FILED
97 JAN 14 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH/2
NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

CSC NETWORKS

The name **REALTOR ASSOCIATION OF DADE COUNTY, INC.** has been reserved for 120 days beginning November 6, 1996. The reservation number is R9600005293 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 296A00050939

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
REALTOR ASSOCIATION OF CORAL GABLES, KENDALL & PERRINE, INC.

FILED
97 JAN 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, Elizabeth B. Butler, president of REALTOR ASSOCIATION OF CORAL GABLES, KENDALL & PERRINE, INC., a Florida Not-for-Profit Corporation, does hereby certify that the following is a true and correct copy of a RESOLUTION duly adopted by the Members of the said Corporation at a Special Meeting attended by a quorum of the Members, which Special Meeting was duly called in conformity with the By-Laws of the Corporation and was held in Miami, Dade County, on the 31 day of December, 1996.

RESOLVED that the name of this Corporation be changed to REALTOR ASSOCIATION OF DADE COUNTY, INC., and that the Certificate of Incorporation of the REALTOR ASSOCIATION OF CORAL GABLES, KENDALL & PERRINE INC., be amended by a Certificate of Amendment prepared by the Corporation's attorney in accordance with the applicable Statutes and signed by the President and Secretary of this corporation and filed with the Secretary of State of the State of Florida. The Certificate of Amendment shall change the provision in article I of the Certificate of Incorporation and shall read as follows:

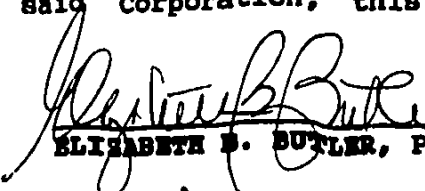
ARTICLE I

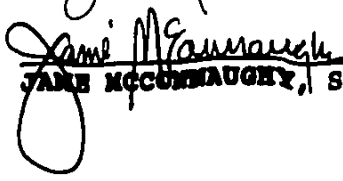
The name of this Corporation shall be REALTOR ASSOCIATION OF DADE COUNTY, INC. All other parts of the said Article I shall remain in full force and effect.

There being no further business, the meeting was, upon motion duly made, seconded and unanimously carried, adjourned.

The undersigned further certifies that the foregoing resolutions have not been modified or changed in any way and are at the date of this Certificate in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation, this 31 day of December, 1996.


ELIZABETH B. BUTLER, President


JANE MCCANNAUHY, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

PERSONALLY APPEARED before me, the undersigned authority, ELIZABETH B. BUTLER and JANE MCCONHAUGHY, President and Secretary, of the REALTOR ASSOCIATION OF CORAL GABLES, KENDALL & PERRINE INC. to me well known and known to me to be the individuals who subscribed to the foregoing Certificate and who, upon being first duly sworn, depose and say that they executed the foregoing Certificate and who, upon being first duly sworn, depose and say that they executed the foregoing Certificate for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and affix my Official seal at Miami, Dade County, Florida on this 31 day of December, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



PAUL PALMER
MY COMMISSION # CC384653 EXPIRES
July 27, 1998
BONDED THRU TROY FAIR INSURANCE, INC