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MICHAEL S. WEINER CAROLE J. ARONSON JASON S. MANKOFF OF COUNSEL:

ROBERT MARC SCHWARTZ, P.A. Florida Bar Board Certified Real Estate Lawyer

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February 27, 2001

Division of Corporations

Attention: Change of Name Section

P.O. Box 6327

Tailahassee, FL 32314

Re: Name Change of Dan Burns Oldsmobile, Inc.

Our File No.: BUDA001

To Whom It May Concern:

Enclosed please find an Application for by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and a check in the amount of Thirty-Five Dollars (\$35.00) to change the name of Dan Burns Oldsmobile, Inc. to Dan Burns Real Estate Holdings, Inc. Please send me the appropriate documentation indicating that this change has been registered.

Very truly yours,

Jason S. Mankoff

JSM:ab Enclosure

cc: Carole Aronson, Esq.

Mr. Dan Burns

Mr. Michael Siciliano

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MICHAEL S. WEINER CAROLE J. ARONSON JASON S. MANKOFF OF COUNSEL:

ROBERT MARC SCHWARTZ, P.A.
Florida Bar Board Certified
Real Estate Lawver

March 15, 2001

Division of Corporations
Change of Name Section
P.O. Box 6327
Tallahassee, FL 32314
Attention: Mr. Doug Spitler

Re: Name Change of Dan Burns Oldsmobile, Inc.

Our File No.: BUDA001

Dear Mr. Spitler:

I am in receipt of your letter dated March 9, 2001. Enclosed please find the Application for by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and an original, duly authenticated certificate from the State of Delaware issued on February 15, 2001. You already in possession of a check in the amount of Thirty-Five Dollars (\$35.00).

Please change the name of Dan Burns Oldsmobile, Inc. to Dan Burns Real Estate Holdings, Inc. Please send me the appropriate documentation indicating that this change has been registered.

Very truly yours,

Jason S. Mankoff

JSM:mmi Enclosure

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 9, 2001

WEINER & ARONSON, P.A. ATTN: JASON S. MANKOFF 102 NORTH SWINTON AVENUE DELRAY BEACH, FL 33444

SUBJECT: DAN BURNS OLDSMOBILE, INC.

Ref. Number: 824208

We have received your document for DAN BURNS OLDSMOBILE, 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):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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.

Letter Number: 101A00014517

Doug Spitler Document Specialist

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

1.	Dan Burns Oldsmobile, Inc.	
	Name of corporation as it appears on the records of the Department of State.	
2	Delaware 3. 3/9/1970 Incorporated under laws of Date authorized to do business in Florida	
	SECTION II (4-7 complete only the applicable changes)	
	ne amendment changes the name of the corporation, when was the change effected under the laws of	2
its j	urisdiction of incorporation? February 15, 2001	
	Dan Burns Real Estate Holdings, Inc. e of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbrev ontained in new name of the corporation. ne amendment changes the period of duration, indicate new period of duration.	lation, if
	New Duration New Duration New Duration New purisdiction.	
7. u ui	New Jurisdiction New Jurisdiction New Jurisdiction Signature Date	
	Michael Siciliano Sec Treasure Title	

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DAN BURNS OLDSMOBILE, INC.", CHANGING ITS NAME FROM "DAN BURNS OLDSMOBILE, INC." TO "DAN BURNS REAL ESTATE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 0978153

DATE: 02-16-01

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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

DAN BURNS OLDSMOBILE, INC.

It is hereby certified that:

2- ME

- 1. The name of the corporation (hereinafter called the "corporation") is Dan Burns Oldsmobile, inc.
- 2. The certificate of incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article(s) the following new Article:

"The name of this corporation is Dan Burns Real Estate Holdings, Inc."

- 3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.
- 4. The effective time of the amendment herein certified shall be January 1, 2001.

Signed on 3 - 4 - 2001.

Daniel E. Bums

President and Chairman of the Board

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