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(Business Entity Name)

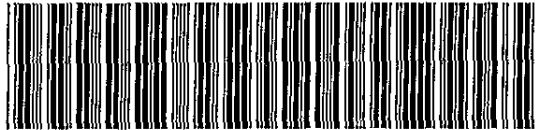
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C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1633 BROADWAY, NEW YORK, N.Y. 10019 • (212) 664-1666

TELEX: 96 8090

March 3, 1982

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301
Gentlemen:

006 0597 3/16/82

25.00
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Name change

RE: THE RELATED COMPANIES, INC. AB 19570-8
Formerly: RELATED HOUSING COMPANIES INCORPORATED

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:

Application for Amended Certificate of Authority and certified copy of Certificate of Amendment

Please forward the usual evidence of filing to this office. Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Richard P. Borovoy

Richard P. Borovoy
Service Representative

RPB:sj
Enc.

COUNSEL: Shipley & Rothstein
645 Fifth Avenue
New York, New York 10022
Att: Ari Rothstein, Atty.

MAR 17 1 52 PM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
C. TAX FILING 22.00
R. AGENT FEE 22.00
C. COPY 22.00
TOTAL 66.00
N. BANK BALANCE DUE
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FILED

Name	RB
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Acknowledgment	
W. P. Vanyer	AG 3/22

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RB

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

(1) RELATED HOUSING COMPANIES INCORPORATED
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST AMENDED APPLICATION)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3)A. IF THE AMENDMENT CHANGES THE NAME OF THE CORPORATION, HAS THE CHANGE BEEN EFFECTED UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION? Yes (YES OR NO)

B. NAME OF CORPORATION AFTER AMENDMENT, ADDING THE WORD "CORPORATION", "COMPANY", OR "INCORPORATED" IF NOT CONTAINED IN THE NEW NAME OF THE CORPORATION

THE RELATED COMPANIES, INC.

(4)A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES OF THE CORPORATION, IS THE CORPORATION AUTHORIZED TO DO SUCH BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION? _____ (YES OR NO)

B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA

Susan J. McGuire
SECRETARY ~~OR ASSISTANT SECRETARY~~

STATE OF New York
COUNTY OF New York

Stephen M. Ross
PRESIDENT ~~OR VICE PRESIDENT~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 1 52 PM '82

FILED

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 1

DAY OF March, 19 82, BY Stephen M. Ross and
(NAME OF OFFICER)

Susan J. McGuire OF THE RELATED COMPANIES, INC.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES _____

MARY LYNN SEKOSKY
Notary Public, State of New York
No. 30-4631233
Qualified in Nassau County
Commission Expires March 30, 1982

Mary Lynn Sekosky
NOTARY PUBLIC

(SEAL)



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on February 10, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *C. Pageman*

DATE: March 4, 1982

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Related Housing Companies Incorporated

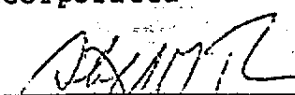
Related Housing Companies Incorporated, a corporation organized and existing under the General Corporation Law of Delaware, does hereby certify as follows:

1. Article 1 of the Certificate of Incorporation is amended to read in its entirety as follows:

"1: the name of the Corporation is:
THE RELATED COMPANIES, INC."

2. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, Related Housing Companies Incorporated has caused this certificate to be signed by Stephen M. Ross, its President, and Susan J. McGuire, its Secretary, this 15 day of January, 1982.

Related Housing Companies
Incorporated
By: 
Stephen M. Ross, President

FILED
MAR 17 1 53 PM '82
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

ATTEST:

[Corporate Seal]


Susan J. McGuire, Secretary