



**THE UNITED STATES
CORPORATION
COMPANY**

A93000000850

ACCOUNT NO. : 072100000032

REFERENCE : 082151 81758A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:21

ORDER DATE : December 29, 1998

ORDER TIME : 2:33 PM

ORDER NO. : 082151-010

CUSTOMER NO: 81758A

CERT-17.50

CUSTOMER: Christine Sciamandrea, L.a
Divosta & Company
4500 Pga Boulevard
Suite 400
Palm Bch Garden, FL 33418

~~7000002726076-3~~
~~-12/30/98-01002-017~~
~~***1785.00 ***1785.00~~

600002726076-3
-12/30/98-01002-017
***1785.00 ***1785.00

DOMESTIC AMENDMENT FILING

98 DEC 29 PM 3:25
DIVISION OF CORPORATIONS

NAME: AMERICAN TITLE OF THE PALM
BEACHES, LTD.

EFFECTIVE DATE:

ORIG

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

~~7000002726076-3~~
~~-12/30/98-01002-017~~
~~***1785.00 ***1785.00~~

600002726076-3
-01/04/99-01001-004
*****17.50 *****17.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

131K
1/6/99



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

SUB

99 JAN -6

FILED STATE
DIVISION OF CORPORATIONS
PH 1:24

RESUBMIT

December 30, 1998

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AMERICAN TITLE OF THE PALM BEACHES, LTD.
Ref. Number: A93000000850

We have received your document for AMERICAN TITLE OF THE PALM BEACHES, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

The TOTAL AMOUNT REQUIRED to file this and to obtain a certified copy is \$1,802.50. So when you return the document, please send an additional \$17.50.

ALSO, please note that the document must be titled SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS. And that the document must be signed by BOTH of the GENERAL PARTNERS of the limited partnership. The limited partner -- PULTE DIVERSIFIED COMPANIES, INC. -- may also sign, but the limited partner does NOT have to sign.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00061066



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:24

December 31, 1998

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AMERICAN TITLE OF THE PALM BEACHES, LTD.
Ref. Number: A93000000850

We have received your document for AMERICAN TITLE OF THE PALM BEACHES, LTD. and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your total payment of \$1,802.50.

The SUPPLMENTAL AFFIDAVIT must be signed by BOTH of the partnership's general partners. The two general partners are AMERICAN TITLE OF THE SOUTHEAST, INC. and AMERICAN TITLE OF THE PALM BEACHES ACQUISITION CORPORATION.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00061260



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:24

January 5, 1999

CASSIE LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AMERICAN TITLE OF THE PALM BEACHES, LTD.
Ref. Number: A93000000850

We have received your document for AMERICAN TITLE OF THE PALM BEACHES, LTD. and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are STILL RETAINING your \$1,802.50 payment.

Thanks to our discussion of 1/4/99, it is now my understanding that the 12/29/98 AMENDMENT intended that AMERICAN TITLE OF THE PALM BEACHES ACQUISITION CORP., a Michigan corporation, (F98000003738) is to be the SOLE GENERAL PARTNER of the limited partnership, and that AMERICAN TITLE OF THE SOUTHEAST, INC., a Florida corporation (P96000034447) was to be withdrawn.

This has now been done. Now the partnership has ONLY ONE general partner.

However, the SUPPLEMENTAL AFFIDAVIT document MUST BE SIGNED by the General Partner. So please have AMERICAN TITLE OF THE PALM BEACHES ACQUISITION CORPORATION sign the SUPPLEMENTAL AFFIDAVIT.

Thank you very much for your patience and understanding!!!!

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 399A00000217

AMERICAN TITLE OF THE PALM BEACHES, LTD.

SUPPLEMENTAL AFFIDAVIT OF
CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:24

STATE OF MICHIGAN

COUNTY OF OAKLAND

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, personally appeared JOHN R. STOLLER, who stated of his/her own personal knowledge the following:

1. The undersigned is a Vice President of Pulte Diversified Companies, Inc., a Michigan corporation, ("Pulte Diversified"), and is duly authorized to execute this affidavit on behalf of the corporation.

2. Pulte Diversified executed the Certificate of Amendment of the Amended and Restated Limited Partnership Agreement of American Title of the Palm Beaches, Ltd., dated 12/16/98, as the sole limited partner of the limited partnership.

2. The amount of capital contributions which have been contributed by the sole limited partner to the limited partnership is \$1,500,000.00.

3. The amount of capital contributions which are anticipated to be contributed by the limited partner to the limited partnership is \$1,500,000.00.

PULTE DIVERSIFIED COMPANIES, INC.
a Michigan corporation

By: John R. Stoller
John R. Stoller, Vice President

STATE OF MICHIGAN

COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by John R. Stoller, the VICE PRESIDENT of Pulte Diversified Companies, Inc., a Michigan corporation, on behalf of the corporation.

(Notary Seal)

Mary E. Seher
Notary Public

MARY E. SEHER

Notary Public, Oakland County, MI
My Commission Expires Feb. 26, 2001

Personally Known X OR Produced Identification

Type of Identification Produced

P:\Counsel\CS\DOC\affidavit.amendcert.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 1:24

AMERICAN TITLE OF THE PALM BEACHES
ACQUISITION CORP.

a Michigan corporation authorized to transact business in
Florida (F9000003738)

By: William E. Shannon as Pres.
William E. Shannon as President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of December, 1998, by
William E. Shannon as the President of American Title of the Palm Beaches Acquisition Corp., a
Michigan corporation authorized to transact business in Florida (F9000003738), on behalf of the
corporation.

Notary Public State of Florida
CHRISTINE SCALAMANDRE
Commission # CC742794
Expires 8/31/2002

Christine Scalamandre
Notary Public

Personally Known to me OR Produced Identification _____
Type of Identification Produced _____