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HUNTON & WILLIAMS

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WASHINGTON, D.C.

FILE NO.: 45763.000001
DIRECT DIAL: (404) 888-4065

BRUSSELS, BELGIUM
CHARLOTTE, NORTH CAROLINA
HONG KONG
KNOXVILLE, TENNESSEE
MCLEAN, VIRGINIA
NEW YORK, NEW YORK

January 23, 1998

Florida Department of State
Att: Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

100002412831--5
-01/27/98--01031--001
*****87.50 *****87.50

Re: TMW Realty Inc.

Dear Sir or Madam:

Enclosed for filing please find our firm check in the amount of \$87.50 in order that the enclosed Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida may be filed to evidence the change of the corporation's name. Also enclosed is a certified copy from the Secretary of State of Georgia of the documents evidencing the name change.

Please return a filed version of the document to my attention per the enclosed self-addressed envelope.

I appreciate your attention to this matter.

Sincerely,



Marie J. Wooldridge
Legal Assistant

enclosure

FILED
98 JAN 27 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC
01/30

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

FILED
98 JAN 27 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. TMW REALTY, INC.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: 11/14/95

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

1/30/97

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

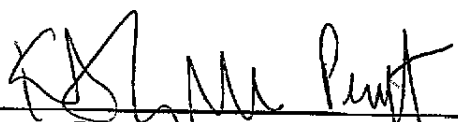
TMW REALTY SERVICES, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A



Signature
Name and Title

Kenneth A. Campbell, President

January 21, 1998

Date

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980130151
CONTROL NUMBER : 8703051
DATE INC/AUTH/FILED: 12/10/1986
JURISDICTION : GEORGIA
PRINT DATE : 01/13/1998
FORM NUMBER : 215

HUNTON & WILLIAMS
MARIE WOOLDRIDGE
600 PEACHTREE ST., SUITE 4100
ATLANTA GA 30308-2216

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

TMW REALTY SERVICES, INC.
- A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970370972
CONTROL NUMBER: 8703051
EFFECTIVE DATE: 01/30/1997
REFERENCE : 0064
PRINT DATE : 02/06/1997
FORM NUMBER : 611

HUNTON & WILLIAMS/MARIE J. WOOLDRIDGE
600 PEACHTREE STREET, N. E.
NATIONSBANK PLAZA, STE. 4100
ATLANTA GA 30308-2216

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

TMW REALTY INC
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

TMW REALTY SERVICES, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

970370972

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
TMW REALTY INC.

Pursuant to the provisions of Section 14-2-1006 of the Georgia Business Corporation Code, the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

1. The name of the corporation is TMW Realty Inc. (the "Corporation").
2. The Articles of Incorporation of the Corporation are hereby amended by deleting Article I thereof in its entirety and substituting therefor a new Article I to read as follows:

"The name of the corporation shall be "TMW Realty Services, Inc."

3. The above amendment was adopted on January 6th, 1997.
4. The above amendment was duly approved by the directors of the Corporation and in accordance with the provisions of the Georgia Corporation Code § 14-2-1002, no shareholder consent was required.

IN WITNESS WHEREOF, the President of the Corporation has executed this amendment on behalf of the Corporation, this 6th day of January, 1997.

TMW REALTY INC.

By: Kenneth A. Campbell
Kenneth A. Campbell, President

JAN 30 2 38 PM '97
BSR
SECRETARY OF STATE

CERTIFICATE VERIFYING REQUEST FOR PUBLICATION

The undersigned, as president of TMW Realty Inc., verifies that the request for publication of a notice of intent to file the Articles of Amendment to the Articles of Incorporation of TMW Realty Inc., and payment therefor, have been made as required by subsection (b) of O.C.G.A. § 14-2-1006.1 (1989).

By: KACM President
Kenneth A. Campbell, President