

SENT BY: RUDEN MCCLOSKEY

:12- 1-97 11:00AM :

305- Department of State: # 1

F96000005175

11/14/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000018982 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000018982

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ATTACHED ARE THE
ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
FILED IN TEXAS, ALONG W/ CERTIFICATION FOR PROOF
AS WELL AS ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
TO BE FILED IN FLORIDA. ANY QUESTIONS
PLEASE CALL (954) 527-6221. THX.

FILED
11/14/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -2 PM 1:02

FILED

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97 DEC -1 AM 10:39

DIVISION OF CORPORATIONS

*Have
Change
12/2/97
DC*

SENT BY: RUDEN MCCLOSK

: 11-14-97 10:57AM :

305→ Department of State: # 1

11/14/97

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97 NOV 14 AM 10:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.
8411 PRESTON RD.
SUITE 600
DALLAS, TX 75225US

SUBJECT: SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.
REF: F96000005175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000018982
Letter Number: 197A00054777

SPO

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.
8411 PRESTON RD.
SUITE 600
DALLAS, TX 75225US

SUBJECT: SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.
REF: F96000005175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the application to amend the qualification.

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) 487-6906.

Darlana Connell
Corporate Specialist

FAX Aud. #: H97000018982
Letter Number: 197A00056786

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97 DEC -2 PM 12:32
FLORIDA DEPARTMENT OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97000018982

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. Sapphire Properties of South Florida, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. October 7, 1996
Incorporated under laws of Date authorized to do business in Florida

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? November 25, 1997
5. Sapphire Properties of Florida, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

William E. Morris
Signature

December 1, 1997
Date

William E. Morris
Typed or printed name

President
Title

Prepared by: Barry E. Somerstein, Esq., FL Bar# 0212563
Ruden McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

H97000018982



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

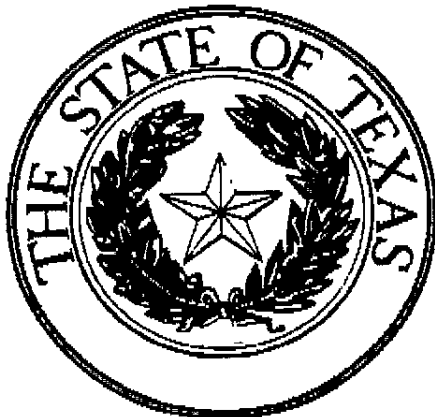
SAPPHIRE PROPERTIES OF FLORIDA, INC.
FORMERLY:
SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.


The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: November 25, 1997

Effective: November 25, 1997





Antonio O. Garza, Jr.
Secretary of State

dlm

H97000018982

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.**

FILED
In the Office of the
Secretary of State of Texas
NOV 25 1997

Corporations Section

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by a Joint Corporation Action of the Board of Directors and all the Shareholders of the Corporation on November 13, 1997.

Article ONE of the Articles of Incorporation is hereby amended so as to read as follows:

ONE: The name of this corporation shall be:

SAPPHIRE PROPERTIES OF FLORIDA, INC.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 400,000; and the number of shares entitled to vote thereon was 100,000.

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>CLASS</u>	<u>NUMBER OF SHARE</u>
Common	100,000

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ARTICLES FOUR

The number of shares voted for such amendment was 100,000; and the number of voted against such amendment was 0.

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>CLASS</u>	<u>NUMBER OF SHARES VOTED FOR</u>	<u>NUMBER OF SHARES VOTED AGAINST</u>
Common	100,000	0

Dated November 24, 1997.

SAPPHIRE PROPERTIES OF SOUTH FLORIDA, INC.

By: William E. Morris, President
William Morris, President