

F98000005852



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 047457 4804661

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 61.25

ORDER DATE : December 1, 1998

500002698965--2

ORDER TIME : 10:21 AM

ORDER NO. : 047457-005

CUSTOMER NO: 4804661

CUSTOMER: Rita Slager, Legal Assistant
Schwartz & Freeman
Suite 1900
401 North Michigan Avenue
Chicago, IL 60611-4206

FOREIGN FILINGS

NAME: D & A COMMUNITIES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX(3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
98 DEC 11 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC -1 AM 11:27
DIVISION OF CORPORATION

Joe 12/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1998

CSC
ANGIE GLISAR
TALLAHASSEE, FL

SUBJECT: D & A COMMUNITIES, INC.
Ref. Number: F98000005852

We have received your document for D & A COMMUNITIES, INC. and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00056909

RESUBMIT

Please give original
submission date as file date.

RECEIVED
90 DEC -1 11:51
DIVISION OF CORPORATIONS

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. D & A Communities, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 10/20/98
Incorporated under the laws of Date authorized to do business in Florida

FILED
98 DEC -1 PM 1:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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? 12-1-1998
5. Watermark Communities 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.

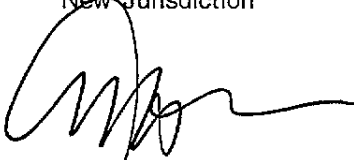
No change

New Duration

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

No change

New Jurisdiction



Signature

Alfred Hoffman, Jr.

Typed or printed name

November 29, 1998

Date

Chief Executive Officer and President

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "D & A COMMUNITIES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WATERMARK COMMUNITIES INC.", THE FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

2934233 8320

981462628



9436330

12-03-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: