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April 10, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Passarelli & Associates Appraisal Service, Inc.

Gentlemen:

Enclosed you will find two copies of the Articles of Amendment to Passarelli & Associates Appraisal Service, Inc. to be filed with the Division of Corporations, changing the name of the corporation to Passarelli & Potts Appraisal Service, Inc. Also enclosed you will find our check in the amount of \$35.00 covering the cost of the same.

Sincerely,

LAWRENCE W. CARROLL, JR., P.A.

By: L. W. Carroll, Jr.

LWCjr:al
Enclosures

cc: Client

N/C

V. SHEPARD APR 20 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PASSARELLI & ASSOCIATES APPRAISAL SERVICE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 12:16

PASSARELLI & ASSOCIATES APPRAISAL SERVICE, INC., a Florida corporation (the "Corporation"), hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, all of the Board of Directors of the Corporation and all of the shareholders of the Corporation adopted, in accordance with Sections 607.0821 and 607.0704, of the Florida Statutes, on March 25, 2000, an amendment to Article I of the Articles of Incorporation of the Corporation, deleting said Article I in its entirety and substituting therefor the following:

"ARTICLE I - Name

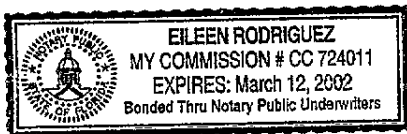
The name of this Corporation shall be:

PASSARELLI & POTTS APPRAISAL SERVICE, INC."

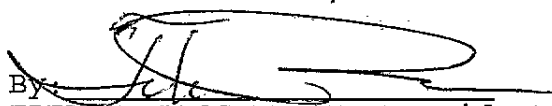
2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The Amendment was approved by all of the Shareholders and all of the Directors and the vote was, therefore, sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 25th day of March, 2000.



PASSARELLI & ASSOCIATES
APPRAISAL SERVICE, INC.

By 
FRED N. PASSARELLI, President,
Sole Stockholder and Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of March, 2000, by FRED N. PASSARELLI, President, Sole Stockholder and Director of PASSARELLI & ASSOCIATES APPRAISAL SERVICE, INC., personally known to me.


Notary Public
My Commission Expires: 3/12/02