

Ortana Realty, Inc.
1044 Castello Drive, Suite 211
Naples, FL 34103
941-434-0909
941-434-8989 fax

May 9, 1997

H 68250

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

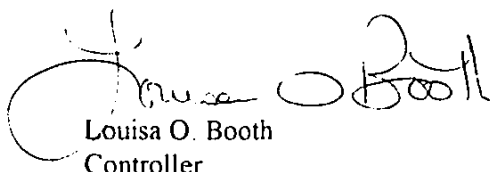
Re: Ortana Realty, Inc.
Document No. H68250

FILED
97 MAY 12 PM 2:09
STATE OF FLORIDA
TALLAHASSEE

Dear Sir/Madam:

Enclosed are documents to amend our Articles of Incorporation. Please contact me if you need any further information at 941-434-0909. Thank you.

Sincerely,


Louisa O. Booth
Controller

LOB:wb

Enclosures

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-05/21/97--01122--012
*****35.00 *****35.00

5/19/97
Anne Charney
DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ORTANA REALTY, INC.
a Florida Corporation

FILED
97 MAY 12 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The Articles of Incorporation of Ortana Realty, Inc., a Florida corporation, hereinafter referred to as the "Corporation", are amended as follows:

I. ARTICLE I is amended to read as follows:

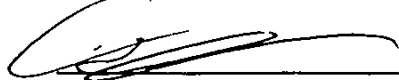
The name of the corporation is BFG PROPERTIES, INC.

The foregoing Amendment to the Articles of Incorporation of the Corporation was duly adopted and approved at a special meeting of the shareholders called expressly for the purpose of approving said Amendments and held on May 9, 1997.

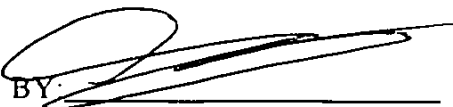
IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 9th day of May, 1997.

BFG PROPERTIES, INC.
a Florida corporation

Attest: ,



SECRETARY

BY: 

C. GORHAM BECKWITH, JR.
PRESIDENT

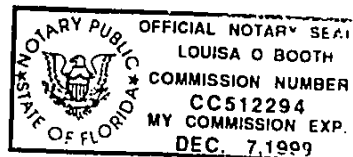
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared C. GORHAM BECKWITH, JR. known to me and known by me to be the person who executed the foregoing Amendments to the Articles of Incorporation as President of BFG PROPERTIES, INC., a Florida corporation, and he acknowledged before me that he executed the Articles of Amendment as President of said Corporation and that the seal affixed to the foregoing Articles of Amendment is the official seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid the 9th day of May, 1997.


NOTARY PUBLIC

My Commission Expires:



Ortana Realty, Inc.
1044 Castello Drive, Suite 211
NAPLES, FL 34103

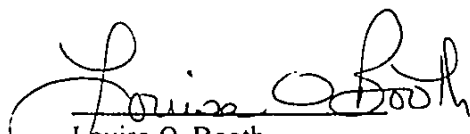
MINUTES OF MAY 9, 1997


The shareholder met and decided to change the name of Ortana Realty, Inc. to BFG Properties, Inc. Appropriate paperwork to amend the Articles of Incorporation should be prepared and filed with the state.

PRESENT C. Gorham Beckwith, Jr.

ABSENT None

(No Corporate Seal)


Louisa O. Booth
Controller


C. Gorham Beckwith, Jr.
President