

K23971

Legal Department

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January 14, 1998

Via Federal Express

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Cap Realty, Inc.

Dear Madam or Sir:

On behalf of Cap Realty, Inc. (the "Corporation"), enclosed please find two executed copies of the Articles of Amendment effecting the change of name of the Corporation to Union Planters Realty, Inc. Also enclosed is a check in the amount of \$87.50 for the required filing fees and a certified copy. Please return the certified copy to my attention at the above address. If you have any questions or require further information in connection with this filing, please call me at (305)536-1573. Thank you for your assistance.

Very Truly Yours,

*Lisa R. Carstarphen*  
Lisa R. Carstarphen  
Vice President and  
Associate Counsel

upcreal.ltr

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-01/15/98--01062--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
98 JAN 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VS JAN 16 1998

N/C

**ARTICLES OF AMENDMENT**

**OF**

**CAP REALTY, INC.**

FILED  
98 JAN 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I.**

The name of the corporation, which was organized under Chapter 607 of the Florida Statutes, is "Cap Realty, Inc." (the "Corporation").

**II.**

The amendment adopted is to amend Article I of the Articles of Incorporation of the Corporation to change the name of the Corporation to "UNION PLANTERS REALTY, INC.," which amendment shall be effective as of the filing of these Articles of Amendment, so that, as amended, said Article I shall read as follows:

**"ARTICLE I.**

The name of the corporation shall be UNION PLANTERS REALTY, INC."

**III.**

The votes cast for the amendment by the sole shareholder of the Corporation were sufficient for its approval and the date of the adoption of this amendment by the sole shareholder was December 18, 1997.

IN WITNESS WHEREOF, CAP REALTY, INC. has caused these Articles of Amendment to be executed by its President, its corporate seal to be affixed thereto and the foregoing to be attested by its Secretary.

This 6th day of January, 1998.

CAP REALTY, INC.

[SEAL]

By: Roy D. Tanis  
President

Attest: Lisa R. Carstarphen  
Secretary

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing Articles of Amendment were sworn to, subscribed and acknowledged before me this 6th day of January, 1998, by Roy D. Tanis and Lisa R. Carstarphen, as President and Secretary, respectively, of CAP REALTY, INC., a Florida corporation, on behalf of said corporation.



PATRICIA NETO  
My Commission CC399009  
Expires Aug. 09, 1998  
Bonded by ANB  
800-862-5878

Patricia Neto  
Notary Public, State of Florida