

K68714

LAW OFFICE OF
ROBERTS, ISAF & SUMMERS
A PROFESSIONAL CORPORATION

SUITE 1100
500 NORTHPARK TOWN CENTER
1100 ABERNATHY ROAD, N.E.
ATLANTA, GEORGIA 30328

FACSIMILE
770-393-1741

TELEPHONE
770-551-9800

July 10, 1998

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

Via Federal Express

300002587123--4
-07/13/98--01119--003
*****35.00 *****35.00

RE: Filing of Articles of Amendment to the Articles of Incorporation of Raymond James Realty Advisors, Inc., a Florida corporation

Dear Madam/Sir:

Please find enclosed the following documents for filing on behalf of Raymond James Realty Advisors, Inc., a Florida corporation (the "Company"):


1. One manually signed and one exact copy of the Articles of Amendment to the Articles of Incorporation of the Company;
2. One manually signed and one exact copy of the Unanimous Written Consent of the Shareholders and Board of Directors of Raymond James Realty Advisors, Inc.; and
3. A law firm check in the amount of \$35.00 for processing, payable to the Secretary of State for the filing fee.

Please file the Articles of Amendment, issue a certificate of amendment, and return the certificate of amendment to the undersigned at the address shown above.

If you should have any questions about any of the foregoing, please do not hesitate to contact me.

Very truly yours,

ROBERTS, ISAF & SUMMERS


John T. Grieb
JTG/jb
Enclosures

N.C.
7-17-98
CC

FILED
98 JUL 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

RAYMOND JAMES REALTY ADVISORS, INC.

FILED
98 JUL 13 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of Raymond James Realty Advisors, Inc., a Florida corporation, is hereby amended to read as follows:

"The name of the Corporation is 'SHLP Realty Advisors, Inc.'"

The foregoing Amendment to the Articles of Incorporation of Raymond James Realty Advisors, Inc., a Florida corporation, was approved and adopted by the Stockholders and Directors pursuant to a Unanimous Written Consent of the Shareholders and Directors dated the 30th day of June, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation, pursuant to the approval and authority given by the Shareholders and Directors, have executed these Articles of Amendment, this 30th day of June, 1998.

RAYMOND JAMES REALTY ADVISORS,
INC., a Florida corporation

By: 

J. Robert Love, President

[Corporate Seal]

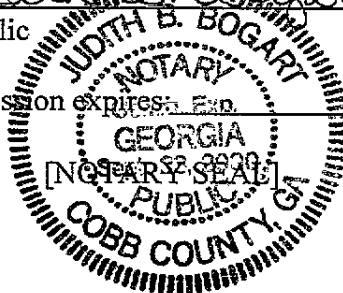
By: 

Alan G. Lee, Secretary

STATE OF Georgia)
) ss:
COUNTY OF Fulton)

BEFORE ME, a notary public authorized to administer oaths and take acknowledgments in the state and county set forth above, personally appeared J. Robert Love and Alan G. Lee, known to me and known by me to be the person(s) who executed the foregoing Articles of Amendment as President and Secretary, respectively, of Raymond James Realty Advisors, Inc., a Florida corporation, and who acknowledged to and before me that they executed those Articles of Amendment as President and Secretary, respectively, of said Corporation, and that the seal affixed to the foregoing Articles of Amendment is the corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 30th day of June, 1998.

Judith B. Bogart
Notary Public
My Commission expires Exp.


**UNANIMOUS WRITTEN CONSENT OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS OF
RAYMOND JAMES REALTY ADVISORS, INC.**

We, the undersigned, being the sole shareholder and all of the directors of Raymond James Realty Advisors, Inc., a Florida corporation (the "Corporation"), in lieu of a formal meeting of the shareholder and Board of Directors, do hereby consent to the adoption of the following resolutions which shall have the same force and effect as a unanimous vote taken at a duly called and held meeting of the shareholders and Board of Directors, and do hereby direct that this consent be filed with the minutes of the proceedings of the shareholders and Board of Directors.

WHEREAS, the Board of Directors of the Corporation have determined that is in the best interest of the Corporation to amend the Corporation's Articles of Incorporation as shown on the Articles of Amendment attached hereto as Exhibit "A" and incorporated herein by reference.

RESOLVED, that the shareholders and the Board of Directors do hereby approve the amendment of the Corporation's Articles of Incorporation to read as set forth on Exhibit "A," and the appropriate officers are authorized and directed to execute appropriate Articles of Amendment on behalf of the Corporation in the form attached hereto as Exhibit "A," to file the same with the Secretary of State of the State of Florida, and to take any and all further actions and execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith to effect the changes contemplated thereby.

RESOLVED, that the following persons be and the same are hereby elected to serve as officers of the Corporation in the position set forth opposite their respective names, to serve at the pleasure of the Board of Directors or until their successors are duly elected and qualified:

<u>Name</u>	<u>Office or Position</u>
J. Robert Love	President
Donald S. Mabry	Vice President
Donald A. Simpson	Vice President
Robert L. Morris	Vice President
Stephen L. Griffin	Vice President
Scott D. Henley	Vice President
Alan G. Lee	Secretary/Treasurer

RESOLVED, that the following persons be and the same are hereby elected to serve as directors of the Corporation in the position set forth opposite their respective names, to serve at the pleasure of the shareholders or until their successors are duly elected and qualified:

<u>Name</u>	<u>Office or Position</u>
J. Robert Love	Director
Donald A. Simpson	Director
Alan G. Lee	Director

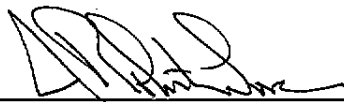
FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to file a copy of this Unanimous Written Consent with the minutes of the proceedings of the shareholders and Board of Directors and the minutes of the proceedings of the Corporation.

[THIS SPACE INTENTIONALLY LEFT BLANK]

[SIGNATURES CONTAINED ON FOLLOWING PAGE]

WITNESS, the consent of each shareholder and Director of Raymond James Realty Advisors, Inc., dated effective the 30 day of June, 1998.

DIRECTORS:



J. Robert Love



Alan G. Lee




Donald A. Simpson

SHAREHOLDERS:

SIMPSON HOUSING LIMITED PARTNERSHIP,
a Colorado limited partnership

By: Paloma, LLC, a Colorado limited liability
company, its General Partner



Donald A. Simpson
Supervising Manager