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P.O. Box 8608
Ft. Lauderdale, FL 33310-8608
(954) 760-5000

March 25, 1999

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-03/29/99--01084--001
*****43.75 *****43.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sirs,

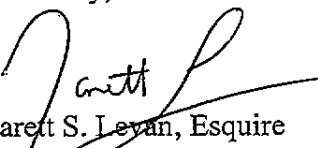
Enclosed is an Amendment to the Articles of Corporation for Heartwood 15, Inc. reflecting its name change to Sunrise Atlantic Corp. Please make the appropriate changes in your records and send a certificate of status. I have enclosed a check for \$43.75 which should cover the filing and certificate of status fees.

Please return all documents to:

Jarett Levan
1750 East Sunrise Blvd.
Ft. Lauderdale, FL 33304

If you have any additional questions, please call me at 954-760-5465.

Sincerely,


Jarett S. Levan, Esquire
Secretary
Heartwood 15, Inc.

FILED
99 MAR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c

VS APR 5 1999

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HEARTWOOD 15, INC.**

FILED
99 MAR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida General Corporation Act):

The undersigned, **FRANK V. GRIECO** and **JARETT LEVAN**, the President and Secretary, respectively, of **HEARTWOOD 15, INC.**, formerly **WINDMERE 15, INC.**, a corporation organized and existing under and by virtue of the provisions of the Florida General Corporation Act (the "**Corporation**"), the Articles of Incorporation of which were duly filed by the Department of State of the State of Florida on January 26, 1990, **DO HEREBY CERTIFY:**

1. Article I of the Articles of Incorporation of **WINDMERE 15, INC.**, a Florida corporation, as subsequently changed to **HEARTWOOD 15, INC.**, is hereby amended in its entirety to read as follows:

The name of this Corporation shall be:
SUNRISE ATLANTIC CORP.

2. Except as hereby amended, the Articles of Incorporation of the corporation shall remain the same.

3. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written statement executed by all of the shareholders and directors of the Corporation as of March 10, 1999, pursuant to Section 607.1003 of the Florida General Corporation Act.

IN WITNESS WHEREOF, we have hereunto subscribed our names and
affixed the seal of the corporation this 22nd day of March, A.D. 1999.

Sharon Lynn
Witness

Linda M. Draper
Witness

Sharon Lynn
Witness

Linda M. Draper
Witness

HEARTWOOD 15, INC.

By: [Signature]
Frank V. Grieco, President

By: [Signature]
Jarett Levan, Secretary

State of Florida }
 }
County of Broward } ss.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **FRANK V. GRIECO** and **JARETT LEVAN**, well known to me to be the President and Secretary, respectively, of **HEARTWOOD 15, INC.**, a Florida corporation, formerly **WINDMERE 15, INC.**, a Florida corporation, and known to me to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation of **HEARTWOOD 15, INC.**, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this
22nd day of March, A.D. 1999.

[Signature]
Notary Public



Deborah Miller
MY COMMISSION # CC696181 EXPIRES
November 13, 2001
BONDED THRU TROY PAW INSURANCE, INC.