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BETTE K. POTTS REALTY, INC. 12346-3 Woodrose Ct. Ft. Myers, FL 33907	C
City/State/Zip Phone #	
CORPORATION NAME(S) & DOCUM	Office Use Only MENT NUMBER(S), (if known):
1. (Corporation Name)	(Document #) (Document #) All AS
(Corporation Name) 3.	(Document #)
(Corporation Name)	(Document #) DE 28
(Corporation Name) Walk in Pick up time Mail out Will wait	(Document #) Certified Copy Photocopy Certificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS -02/01/9901104013 -02/01/9901104013 -02/01/9901104013 ******43.75 ******43.75 Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other PARTION/QUALIFICATION Available Available

Examiner's Initials

CR2E031(7/97)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BETTE K. POTTS REALTY, INC.
DOCUMENT NUMBER I, 92270

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1- CORPORATE NAME CHANGED TO B & E REALTY, INC.
ARTICLE V- MAILING ADDRESS OF THE CORPORATION AND THE
REGISTERED AGENT CHANGED TO 12346-3 WOODROSE COURT
FORT MYERS, FL 33907

ARTICLE VI- THE CORPORATION SHALL HAVE TWO (2) DIRECTORS AS FOLLOWS
BETTE K. POTTS
12346-3 WOODROSE COURT
FORT MYERS, FL 33907

EDWARD W. CHAFFIN 12346-3 WOODROSE COURT FORT MYERS, FL 33907



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: JANUARY 27, 1999
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by"
×	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 27th day of JANHARY , 1999.
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	BETTE K. POTTS
	Typed or printed name
	DIRECTOR
	Title