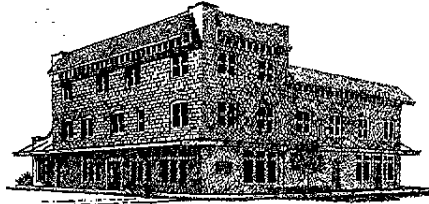


N98000004201

HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

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Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

July 24, 1998

Florida Department of State
Ms. Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to the Articles of Incorporation of
BRADENTON RETRIEVER, INC.

Corporate document number of corporation is N98000004201

900002602239--3
-07/30/98--01010--006
*****87.50 *****87.50

Dear Ms. Lewis:

Enclosed herewith is an Amendment to the Articles of Incorporation reference the above which changes the name of the Corporation from BRADENTON RETRIEVER, INC. to CBG AVALON HOUSING CORPORATION.

Also enclosed is our firm's check in the amount of \$87.50 which includes \$52.50 for a certified copy to be sent to the attention of G. Joseph Harrison.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

G. Joseph Harrison
G. Joseph Harrison

GJH:jd
Enclosures

\\Pdc_server\users\j-davis\Ltrs\UCC\Record Art of Amend with State.doc

FILED
98 JUL 29 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TTL JUL 29 1998

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

BRADENTON RETRIEVER, INC.

FILED
98 JUL 29 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of BRADENTON RETRIEVER, INC., a not for profit corporation organized under the laws of the State of Florida, hereby certify:

1. That the name of the corporation is BRADENTON RETRIEVER, INC.
2. The Articles of Incorporation of said corporation are amended as follows:

The name of the corporation is hereby changed to "CBG AVALON HOUSING CORPORATION" and the previous name of the corporation shall be deleted from the Articles of Incorporation in each and every place where it appears and the new name substituted in place thereof. Said name change shall take effect immediately upon the filing of this Amendment to the Articles of Incorporation.

3. In all other respects the Articles of Incorporation are ratified, reaffirmed and remain unchanged.

4. There are no members of the corporation; accordingly, the above Amendment to the Articles of Incorporation was adopted by the Directors of the Corporation, by unanimous written consent of the Directors pursuant to Florida Statute Section 617.0821(1997) on the 23 day of July, 1998.



Kathleen McDonald, President

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared Kathleen McDonald, personally known to me to be the President of BRADENTON RETRIEVER, INC. and that she acknowledged executing the same under authority duly vested in her by said corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 23rd day of July, 1998.

(Notary Seal)

Jeannine L. Davis
Signature
Jeannine L. Davis
Print Name
NOTARY PUBLIC-STATE OF FLORIDA
Commission No. _____

My Commission Expires:

