POODS 04143 HOUSING TRUST MANAGEMENT GROUP, INC.

November 29, 2000

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Corporation Fees -

Name Change from Clinton Management Group, Inc.

То

Housing Trust Management Group, Inc.

Dear Sir:

Enclosed please find our check in the amount of \$43.75 to cover cost of the Articles of Correction (\$35.00) and Certified Copy (\$8.75) for this Corporation. The original signed documents are also attached.

Kindly send us a certified copy as soon as possible for our corporate records. Please note the new name change is effective January 1, 2001.

Sincerely,

Peter F. Fagan

Sr. Vice President - Finance

PFF:jf Enc. EFFECTIVE DATE

FILED

00 DEC -6 PM 4: 3

SECRETARY OF STAT

ALLAHASSEF FI ODI

*****43.75 *****43.75

3225 Aviation Ave., Suite 700, Coconut Grove, FL 33133 * Tel: (305) 860-8188 * Fax (305) 860-8308



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF CLINTON MANAGEMENT GROUP, INC.

OODEC-6 PM 4: 30

These Articles of Amendment are being filed for the purposes of amendment the Articles of Incorporation of CLINTON MANAGEMENT GROUP, INC. as follows:

- 1. The name of the Corporation is CLINTON MANAGEMENT GROUP, INC.
- 2. Article 1 of the Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

ARTICLE 1

The name of the Corporation is HOUSING TRUST MANAGEMENT GROUP, INC.

- 3. This Amendment shall be effective on January 1, 2001.
- 4. The Amendment was duly adopted by the director and shareholders of the Corporation by unanimous written consent on November 28, 2000.

These Articles of Amendment have been executed on this <u>28th</u> day of <u>November</u>, 2000.

Stewart Marcus, President

STATE OF FLORIDA

):ss.

County of Miami. Dade

The foregoing instrument was acknowledged before me on this <u>28th</u> day of <u>November</u>, 2000 by Stewart Marcus as President of CLINTON MANAGEMENT GROUP, INC. He is personally known to me or has produced ______ as identification.

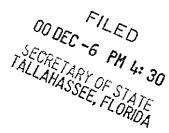
THERESA DORSCH
MY COMMISSION # CC 916864
EXPIRES: March 31, 2004
Sonded Thru Notery Public Underwriters

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Theresa Dovsch
Commission No.: cc 916864

EFFECTIVE DATE

UNANIMOUS CONSENT RESOLUTIONS OF THE DIRECTOR AND SHAREHOLDERS OF CLINTON MANAGEMENT GROUP, INC.



The undersigned, being the Director and Shareholders of Clinton Management Group, Inc., a Florida corporation, hereby adopt the following resolutions by unanimous written consent in lieu of the Annual Meeting of the Shareholders and Board of Directors of the corporation:

RESOLVED, that Article 1 of the Articles of Incorporation be amended by deleting it in its entirety and replacing it with the following:

ARTICLE 1

NAME

The name of the corporation is HOUSING TRUST MANAGEMENT GROUP, INC.

This Amendment shall be effective on <u>January 1, 2001</u>.

IN WITNESS WHEREOF, these resolutions have been adopted as of this <u>28th</u> day of <u>November</u>, 2000.

DIRECTOR:

Stewart Marcus

SHAREHOLDERS:

Stewart Marcus

Jape Marcus