POOOOOOR & FISCHER, P.A.

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1 Board Certified Business Litigation Lawyer 2 Also Licensed in Colorado 3 Certified Mediator

August 25, 2000

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallahassee, FL 32301 VIA FEDERAL EXPRESS

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Re: Belleair Townhouse Partners, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$35.00 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same. Thank you.

Sincerely,

LEONARD SENGLANDER

LSE/jdz

Enclosures

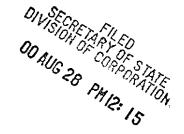
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V. SHEPARD SEP 1 4 2000

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF



BELLEAIR TOWNHOUSE PARTNERS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Principal Office and Mailing Address

The initial principal office of this corporation is located at 721 1st Avenue North, St. Petersburg, FL 33701 and the corporation's initial mailing address shall be P.O. Box 1954, St. Petersburg, FL 33731-1954.

ARTICLE II

Amendment

The following amendment to the Articles of Incorporation was adopted on August 24th, 2000:

ARTICLE VII – PRINCIPAL OFFICE AND MAILING ADDRESS is hereby amended to read: The initial principal office of this corporation is located at 721 1st Avenue North, St. Petersburg, FL 33701 and the corporation's initial mailing address shall be P.O. Box 1954, St. Petersburg, FL 33731-1954.

ARTICLE III

Adoption to Amendment

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation on August 25, 2000.

EONARD S. ENGLANDER, Incorporator

STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD

S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing Articles of Amendment to Articles of Incorporation of Bellair Townhouse Partners, Inc., a Florida corporation and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

15th WITNESS my hand and official seal at Pinellas County and State aforesaid, this

day of August, 2000.



Notary Public Commission No.

(Name of Notary typed, printed or

stamped)