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April 12, 2001

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

VIA AIRBORNE EXPRESS

Re: Insite Real Estate, Inc.

8000004008608--6
-04/13/01--01084--002
*****35.00 *****35.00

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 S. ENGLANDER

LSE/jdz

Enclosures

FILED
01 APR 13 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE APR 19 2001

*Secretary
Gave OK to
remove initial
in new Article VII*

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INSITE REAL ESTATE, INC.,
a Florida corporation**

FILED
01 APR 13 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and hereby amends the following Articles:

ARTICLE VII

Principal Office and Mailing Address

The initial principal office of this corporation is located at 7200 U.S. Highway 19 North, Suite 608, Pinellas Park, FL 33781 and the corporation's initial mailing address shall be 7200 U.S. Highway 19 North, Pinellas Park, FL 33781.

ARTICLE VIII

Initial Board of Directors

- 8.1 This corporation shall have one (1) director.
- 8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 8.3 The name and address of the initial director of this corporation is:

STANTON ENGLANDER
15 WINSTON DRIVE
BELLEAIR, FL 33756

The following amendments to the Articles of Incorporation were adopted on April 12th, 2001:

ARTICLE VII

Principal Office and Mailing Address

The principal office of this corporation is located at 702 Pinellas Street, Clearwater, FL 33756 and the corporation's mailing address shall be 702 Pinellas Street, Clearwater, FL 33756.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have one (1) director.

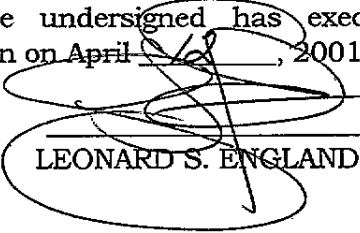
8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

STANTON R. ENGLANDER
15 WINSTON DRIVE
BELLEAIR, FL 33756

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

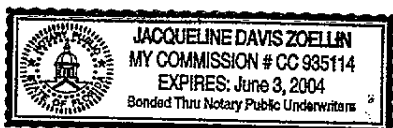
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation on April 12, 2001.

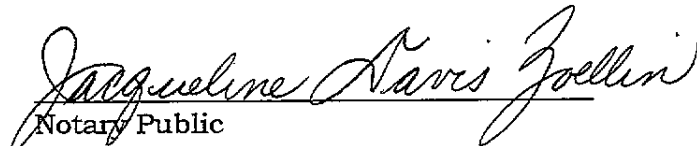

LEONARD S. ENGLANDER, Incorporator

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 Insite Real Estate, 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.

12TH WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of April, 2001.




Notary Public
Commission No.

JACQUELINE DAVIS ZOELLIN
(Name of Notary typed, printed or stamped)