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January 10, 2003

Department of State  
Division of Corporations  
Corporate Filings  
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Tallahassee FL 32314

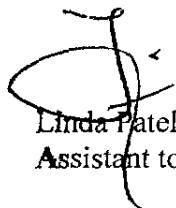
Re: RIVER BLUFF III CORP. /Corporate  
**Articles of Amendment changing Corporate name to:**  
**ESPLANADE OF MELBOURNE CORP.**  
O&C File No.: 1766.001

To Whom It Concerns:

Enclosed are the Articles of Amendment to Articles of Incorporation of River Bluff III, Corp. with a copy of the written Action Minutes and Consent in Lieu of a Joint Special Meeting of the Shareholders and Directors of River Bluff III, Corp. approving the name change attached thereto. Also enclosed is this firm's check in the amount of \$35.00, which represents the filing fee for same.

Should you have any questions or require additional information, please do not hesitate to contact me. Thank you in advance for your assistance in this regard.

Very truly yours,



Linda Patel  
Assistant to Christopher C. Cathcart

:lp  
Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
RIVER BLUFF III CORP.

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*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:** Amendments adopted:

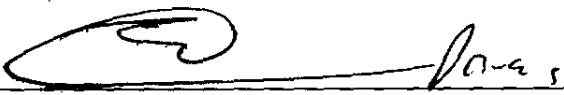
Article 1. Name. The name of the Corporation is changed to:

**ESPLANADE OF MELBOURNE CORP.**

**SECOND:** The date of adoption of this Amendment is February 25, 2004.

**THIRD:** The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 27 day of February, 2004.

  
BOB HEREFORD, as Sole Director, Sole  
Shareholder and Sole Officer

**WRITTEN ACTION MINUTES AND CONSENT  
IN LIEU OF A JOINT SPECIAL MEETING OF  
THE SHAREHOLDERS AND DIRECTORS OF  
RIVER BLUFF III CORP.**

The following sets forth the Written Action Minutes and Consent in Lieu of a Joint Special Meeting of the Shareholders and Directors of RIVER BLUFF III CORP., all made pursuant to the provisions of Florida Statutes Section 607.0704 and 607.0821.

1. The Effective Date of this written action is February 26, 2004.


2. The corporation is hereby authorized to change its name to ESPLANADE OF MELBOURNE CORP. President, Bob Hereford, is authorized to take whatever action is necessary to cause that, including, the filing of Articles of Amendment to the Articles of Incorporation which effectively amend Article I. The name of the corporation shall then be ESPLANADE OF MELBOURNE CORP.

3. The Amendment to the Articles of Incorporation are approved by a majority of the stock entitled to vote thereon. By his signature below, sole stockholder Bob Hereford manifests his intention that this certain amendment as set forth above in these minutes be made to the Articles of Incorporation.

Dated this 27 day of February, 2004.

STATE OF FLORIDA  
COUNTY OF ORANGE

The undersigned, as Sole Shareholder, Sole Director, and Sole Officer of RIVER BLUFF III CORP., does hereby acknowledge and confirm that the above written action was taken by the Board of Directors and Stockholders of RIVER BLUFF III CORP.

  
Bob Hereford, as Sole Director, Sole  
Shareholder and Sole Officer

SWORN TO and subscribed before me this 27 day of February, 2004, by Bob Hereford, who is personally known to me or who produced \_\_\_\_\_ as identification.

Gail R Sarro  
NOTARY PUBLIC

Print Name:

My Commission Expires: 9/22/07

