

P02000023639

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 305

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(1911-1994)

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ROBERT L. CAROTHERS, JR.
BRIAN V. CASH
MICHAEL A. WHITE
EDWARD B. HOLZWANGER
VANN A. SPRAY

RETIRED:
LEWIS G. ODOM, JR.

*LICENSED IN VIRGINIA ONLY

April 29, 2002

Via Federal Express
Ms. Thelma Lewis
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900005394789--2
-04/30/02--01071--007
*****35.00 *****35.00

Re: Filing Fee for Articles of Amendment to the Articles of Incorporation
of CBG Florida REIT Corp.; Document Number P02000023639

Dear Ms. Lewis:

Enclosed please find a check for the \$35 filing fee for the Articles of Amendment referenced above. As I mentioned on the telephone, I failed to enclose the check with the document to be filed in the Federal Express package I sent last week.

Please file the articles now that you have the fees. If you have any questions, feel free to contact me at my office telephone or address above.

Very truly yours,

Michael A. White

Michael A. White

Enclosures

FILED
02 APR 30 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
T. Lewis 4/30/02*

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

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RETIRED
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April 25, 2002

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**Re: Articles of Amendment to the Articles of Incorporation of CBG
Florida REIT Corp.; Document Number P02000023639**

Dear Madam or Sir:

Enclosed are an original and two (2) copies of the Articles of Amendment to the Articles of Incorporation of CBG Florida REIT Corp. and a check for the \$35 filing fee.

Please file the attached articles and return one (1) filed copy along with the acknowledgment letter to:

Michael A. White
Miller, Hamilton, Snider & Odom, L.L.C.
P. O. Box 19
Montgomery, AL 36101-0019

Very truly yours,

Michael A. White

Michael A. White

Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CBG FLORIDA REIT CORP.**

FILED
02 APR 30 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, does hereby amend its Articles of Incorporation.

Article I

The name of the corporation is CBG Florida REIT Corp.

Article II

Article IV of the originally filed Articles of Incorporation shall be amended by replacing and substituting Article IV, Part A of the originally filed document with the following language:

The aggregate number of shares which the Corporation shall have the authority to issue shall be five thousand (5,000) shares of one class of common stock (the "Common Stock") with a par value of one cent (\$.01) per share and full voting rights and one thousand five hundred (1,500) shares of one class of preferred stock (the "Preferred Stock") with a par value of five hundred and no/100 Dollars (\$500.00) per share and no voting rights, except as otherwise expressly provided by law.

Article III

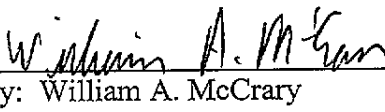
The amendment set forth above was adopted by the undersigned incorporator on April 25, 2002.

Article IV

The amendment set forth above was approved by the undersigned incorporator without shareholder action. Shareholder action is not required for approval of the amendment pursuant to Section 607.1005 of the Florida Business Corporation Act, because as of the date of the adoption of the amendment the Corporation has issued no shares of stock.

THE UNDERSIGNED, being the incorporator of the Corporation, for the purpose of amending the Articles of Incorporation of CBG Florida REIT Corp., filed on March 4, 2002, hereby declares and certifies that the facts herein stated are true, and accordingly has executed these Articles of Amendment this 25th day of April, 2002, pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act.

THE COLONIAL BANCGROUP, INC.


By: William A. McCrary
Its: Senior Counsel