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**ALAYON & ASSOCIATES, P. A.**

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST. 11<sup>TH</sup> CIR & T.C.)  
IVETTE HALPHEN LEON (FL. & FED.)  
GEOFFREY D. ITTLEMAN (FL. & FED.)

GARY S. BROOKS (FL. & FED.)\*  
GLENN J. HOLZBERG (FL., FED., SO. DIST. & 11<sup>TH</sup> CIR)\*

\*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

INGRAHAM BLDG., STE. 1135  
25 SOUTHEAST 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146

July 28, 2003

**FEDERAL EXPRESS**

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: *Adrian Real Estate Investments I, Inc.; Adrian Real Estate Investments I, L.L.C.;  
Adrian Real Estate Investments III, Inc.; Adrian Real Estate Investments III, L.L.C.; Adrian  
Real Estate Investments IV, Inc.; Adrian Real Estate Investments IV, L.L.C.; Adrian Real  
Estate Investments VI, Inc.; Adrian Real Estate Investments VI, L.L.C.;***

Dear Gretchen:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of the above-referenced corporations and the Articles of Amendment of Articles of Organization of the above-referenced limited liability companies. Please process these papers as quickly as possible.

Please provide us by fax with a certificate of Good Standing for the limited liability company and the corporation with the new names and evidence of the filing of the enclosed documents. I would also appreciate if you would return the originals using the enclosed Federal Express slip.

We have enclosed a check in the amount of \$240.00 for the filing fee for all the amendments. Should you require any further information, please do not hesitate to contact our offices.

Thank you very much for your ongoing assistance.

Yours truly,

  
Ivette Halphen Leon, Esq.

:IHL

Enclosures

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**CERTIFICATE OF AMENDMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ADRIAN REAL ESTATE INVESTMENTS III, INC.**

PEDRO J. ADRIAN, as President and Secretary of ADRIAN REAL ESTATE INVESTMENTS III, INC., (the "Corporation"), hereby certify that all of the Shareholders of the Corporation, adopted a resolution by unanimous written consent on the 25<sup>th</sup> day of July, 2003, which approved and adopted the following amendment to the Corporation's Article of Incorporation:

"ARTICLE I

The name of the Corporation shall be BAHIA HONDA REAL ESTATE INVESTMENTS III, INC."

25<sup>th</sup> IN WITNESS WHEREOF, PEDRO J. ADRIAN executed this Certificate the day of July, 2003

  
PEDRO J. ADRIAN, President

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