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March 12, 2003

FEDERAL EXPRESS

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

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TALLAHASSEE, FLORIDA

RE: *Adrian Real Estate Investments V, Inc. and Adrian Real Estate Investments V, L.L.C.*

Dear Gretchen:

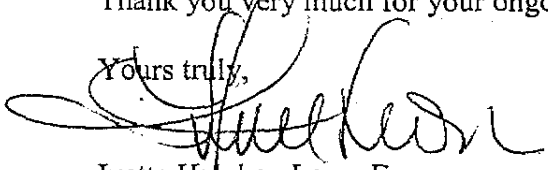
Enclosed please find the Certificate of Amendment of Articles of Incorporation of Adrian Real Estate Investments V, Inc. and the Articles of Amendment of Articles of Organization of Adrian Real Estate Investments V, L.L.C.. Please process these papers as quickly as possible.

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 \$60.00 for the filing fee for both 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

\$35.00-CF
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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ADRIAN REAL ESTATE INVESTMENTS V, INC.

PEDRO J. ADRIAN, as President and Secretary of ADRIAN REAL ESTATE INVESTMENTS V, INC., (the "Corporation"), hereby certify that all of the Shareholders of the Corporation, adopted a resolution by unanimous written consent on the 12th day of March, 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 V, INC."

12th IN WITNESS WHEREOF, PEDRO J. ADRIAN executed this Certificate the day of March, 2003



PEDRO J. ADRIAN, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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