

Boeing Realty Corporation
4060 Lakewood Blvd., 6th Floor
Long Beach, CA 90808-1700
Telephone: (562) 627-3299
FAX: (562) 627-3109

P30043

September 9, 1997
DDL97.107.LTR
VIA U.S. MAIL



Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002293903--4
-09/16/97--01010--001
*****35.00 *****35.00

Re: Name Change

To the Division of Corporations:

This letter hereby notifies you that McDonnell Douglas Realty Company has changed its name to Boeing Realty Corporation and said corporation is qualified to do business in Florida

Therefore, we are enclosing an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, an original certificate evidencing the amendment and a check for \$35.00 to cover the filing fee which are your requirements for filing a name change.

Per your request the following is our return address and phone number:

Boeing Realty Corporation
4060 Lakewood Blvd., 6th Floor
Long Beach, CA 90808-1700
562-627-3299
Attn: Legal Department

Please notify us when the change has taken place. Thank you.

Best regards,

VS SEP 23 1997
N/C


Dely De Leon
Legal Secretary

97 SEP 16 AM 8:37
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
97 SEP 16 AM 8:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary _____
Title _____

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 13 1997



Bill Jones

Secretary of State

A495864

**CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

AUG 12 1997

BILL JONES, Secretary of State

The undersigned certify that:

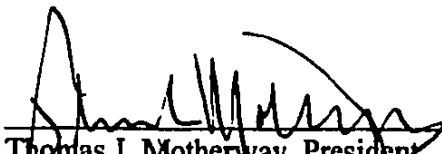
1. They are the President and the Secretary, respectively, of McDonnell Douglas Realty Company, a California corporation (the "Corporation").
2. Article I of the Restated Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the corporation is Boeing Realty Corporation."

3. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the board of directors of the Corporation.
4. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the sole shareholder of the Corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: August 11, 1997


Thomas J. Motherway, President


Michael C. Draffin, Secretary