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July 1, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State of the State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Certification Section

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*****87.50 *****87.50

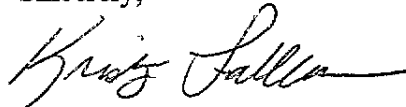
Re: The Real Estate Center of Winter Park

Dear Sir or Madam:

Enclosed please find one original and one photocopy of Articles of Amendment for The Real Estate Center of Winter Park, Inc. to be filed with the Secretary of State. I have also enclosed a check in the amount of \$87.50 payable to the Secretary of State (corporate filing fee is \$35.00, and \$52.50 for Certified copy).

Please file this document and after filing, would you please return one certified copy to me in the enclosed Federal Express envelope. Thank you for your assistance.

Sincerely,



Kristy Falkner
Assistant to Peter E. Reinert

/kf
enclosure

FILED
98 JUL -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
7-13-98
CC

THE REAL ESTATE CENTER OF WINTER PARK, INC.

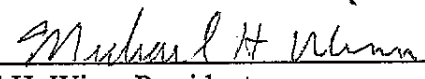
ARTICLES OF AMENDMENT

The undersigned officer of THE REAL ESTATE CENTER OF WINTER PARK, INC. (the "Corporation") delivers these Articles of Amendment for filing with the Department of State in order to amend the Articles of Incorporation of the Corporation.

1. Name. The name of the Corporation is The Real Estate Center of Winter Park, Inc.
2. Amendment. Article I of the Corporation's Articles of Incorporation is amended to change the name of the Corporation to "REC of Winter Park, Inc."

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the undersigned duly authorized officer of the Corporation on June 16, 1998.

Executed this 16 day of June, 1998.


Michael H. Winn, President

FILED
98 JUL -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA