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AVATAR

May 30, 1997

VIA FEDERAL EXPRESS

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

000002201760--2
-06/04/97--01095-002
*****87.50 *****87.50

Dear Sirs:

Enclosed is a check in the amount of \$87.50 in connection with filing a name change amendment.

Three Islands, Inc.

Please return them via Federal Express using our account #0331-2221-7 to

Juanita I. Kerrigan
Avatar Holdings Inc.
255 Alhambra Circle
Coral Gables, FL 33134

Very truly yours,

AVATAR HOLDINGS INC.

Juanita I. Kerrigan

Juanita I. Kerrigan
Vice President and Secretary

FILED
97 JUN -4 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JIK/kmn

MC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THREE ISLANDS, INC.

FILED
97 JUN -4 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes), we, Charles L. McNairy, President, and Juanita I. Kerrigan, Secretary, of Three Islands, Inc., a corporation existing under the laws of the State of Florida, do hereby certify as follows:

1. The name of the Corporation is Three Islands, Inc.
2. Article I is hereby amended to read as follows:

ARTICLE I

The name of the corporation is

AVATAR HARBOR ISLANDS, INC.

The registered office address and the principal office address are 255 Alhambra Circle, Coral Gables, Florida, 33134.

3. The foregoing amendment was adopted by the Board of Directors of the Corporation and by the sole stockholder, Avatar Development Corporation, on May 21, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of May 1997.

THREE ISLANDS, INC.

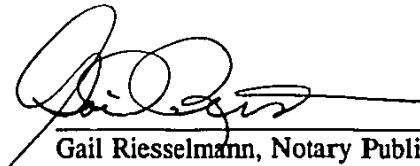
By Charles L. McNairy
Charles L. McNairy
President

By Juanita I. Kerrigan
Juanita I. Kerrigan
Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles L. McNairy and Juanita I. Kerrigan well known to me to be the President and Secretary, respectively, of the corporation named in the foregoing Articles of Amendment to Articles of Incorporation of Three Islands, Inc. and that they severally acknowledge executing the same freely and voluntarily under authority duly vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd of May 1997.


Gail Riesselmann, Notary Public

