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OF COUNSEL

FILED
98 FEB 20 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(941) 952-0600
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February 17, 1998

Department of State
Corporate Records Bureau
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32301

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-02/20/98--01063--012
*****35.00 *****35.00

RE: Articles of Amendment to the Articles of Incorporation of Waterside
Property Sales, Inc.

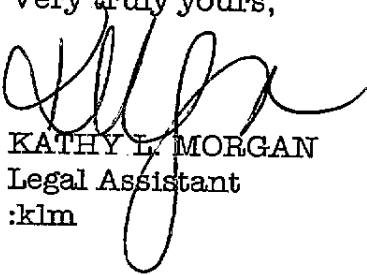
To whom it may concern,

Enclosed for filing, please find the original Articles of Amendment to the
Articles of Incorporation of Waterside Property Sales, Inc., a Florida corporation.

Please file the original and forward a copy of same to this office at your
earliest convenience. Our check in the amount of \$35.00 is enclosed to cover the
filing fee.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


KATHY L. MORGAN
Legal Assistant
:klm

VS FEB 23 1998

Amend & N/c

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WATERSIDE PROPERTY SALES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Waterside Property Sales, Inc., a Florida corporation.

2. The following amendment to the Articles of Incorporation was adopted by the Shareholders of the corporation on January 12, 1998, in the manner prescribed by the Florida Business Corporation Act:

"Article I
Name and Principal Office

The name of this corporation is Nautilus Enterprises, Inc.; and its principal office location and mailing address is 2033 Main Street, Suite 106, Sarasota, Florida 34237."

3. The number of shares of the corporation outstanding at the time of the adoption was five hundred (500); and the number of shares entitled to vote on the amendment was five hundred (500).

4. The number of shares voted for the amendment was five hundred (500); and the number of shares voted against the amendment was zero (0).

Dated January 12, 1998.

NAUTILUS ENTERPRISES, INC.,
a Florida Corporation

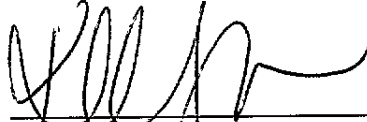
BY: 
STEVEN P. WEXLER, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of January, 1998 by Steven P. Wexler its President, of Nautilus Enterprises, Inc., a Florida corporation. He is personally known to me and did not take an oath.



KATHY L. MORGAN
My Comm Exp. 1/24/99
Bonded By Service Ins
No. CC481258
I Personally Know I Oath L.D.



Notary Public
Print Notary Name:
Commission Expires:
Commission Number: