

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
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STEVEN BLOUNT
RUSSEL M. LAZEGA
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OF COUNSEL
*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

P94000075256

March 31, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002131166--1
-04/02/97--01054--005
*****35.00 *****35.00

Ladies/Gentlemen:

Re: Articles of Amendment to
Fleet Mortgage Services, Inc.
Document No. P94000075256

Enclosed are the original and one copy of the
Articles of Amendment for the referenced
corporation together with a check in the
amount of \$35.00 to cover the fees for filing
the Amendment. After filing, please return a
date-stamped copy to our office.

Should you have any questions, do not hesitate
in contacting me.

Sincerely,

Wanda L. Hendricks

Wanda L. Hendricks, Sec'y
for Mark J. Woodward

Enclosures as stated

FILED
97 APR 14 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
4/13/97
De

PLEASE RESPOND TO: NAPLES



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1997

WANDA L. HENDRICKS
WOODWARD, PIRES & LOMBARDO, P.A.
PELICAN BAY, 801 LAUREL OAK DR., #640
NAPLES, FL 34108

SUBJECT: FLEET MORTGAGE SERVICES, INC.
Ref. Number: P94000075256

We have received your document for FLEET MORTGAGE SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 297A00017223

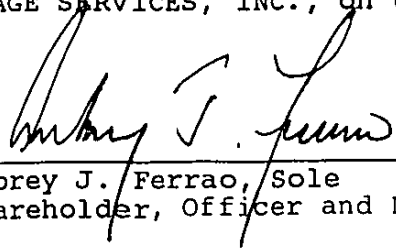
RECEIVED
37 MAR 14 AM 8:04
DIVISION OF CORPORATIONS

FILED
97 APR 14 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

BE IT HERE KNOWN THAT FLEET MORTGAGE SERVICES, INC., a duly registered corporation in the State of Florida, being officially registered October 11, 1994, under document number P94000075256, files this Amendment to its Articles of Incorporation:

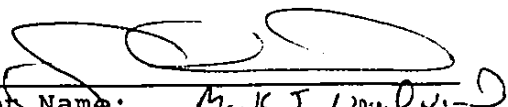
1. The name of the corporation is FLEET MORTGAGE SERVICES, INC.
2. This Amendment to the Articles of Incorporation hereby changes the name to GULF BAY MORTGAGE SERVICES, INC.
3. This Amendment was adopted by unanimous vote of all the shareholders of FLEET MORTGAGE SERVICES, INC., on the 12 day of April, 1997.


Aubrey J. Ferrao, Sole
Shareholder, Officer and Director

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before this 12 day of April, 1997, by Aubrey J. Ferrao, Sole Shareholder of Fleet Mortgage Services, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.


Print Name: Mark J. Woodward
Notary Public
Commission No. _____
My Commission Expires: _____



MARK J. WOODWARD
MY COMMISSION # C0279288 EXPIRES
May 8, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)