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November 16, 2000

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*****35.00 *****35.00

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment of Articles of Incorporation of ALARM ACQUISITIONS OF AMERICA, INC.

Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Incorporation of my client, ALARM ACQUISITIONS OF AMERICA, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,


Donald S. Goldrich

Enclosures

FILED
00 NOV 17 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS NOV 28 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALARM ACQUISITIONS OF AMERICA, INC.**

FILED
00 NOV 17 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: Article Number II, the Purpose and Nature of Business is hereby changed to :

“ The sole purpose of the corporation is to own and operate the property known as an office building located at 3200 N.E. 14th Street, Pompano Beach, Florida 33062 and to take all lawful action incident to the ownership of such property, all subject to any restrictions contained in the loan documents delivered to CIBC Inc. and its successors and assigns in connection with the mortgage loan financing of such property.”

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is November 16, 2000.

FOURTH: Adoption of Amendment:

_____. The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

 X . The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

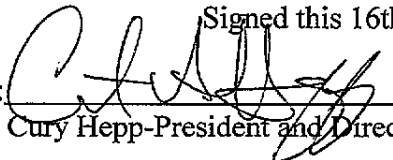
_____. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

_____. The amendment was approved by the shareholders through voting groups.

The number of votes cast for the amendment was sufficient for approval by

_____ (voting group)

Signed this 16th day of November, 2000.

BY: 
Cary Hepp-President and Director