

P94000078730

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March 21, 1997

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** Board Certified Real Estate Lawyer

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Capital Realty Investments, Inc.
Corporate Number: P94000078730

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-03/24/97-01163-019
*****35.00 *****35.00

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Amendment to the Articles of Incorporation for the captioned corporation and the Unanimous Consent of the Directors and Shareholder changing the name to ZZYZZX INVESTORS, INC. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check for \$35.00 to cover the filing fee.

Please process and return the certified copy of the Articles of Amendment at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood

Sharon L. Wood, secretary to
Kenneth A. Treadwell

enclosures

cc: Richard Comiter, Esq.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CAPITAL REALTY INVESTMENT, INC.

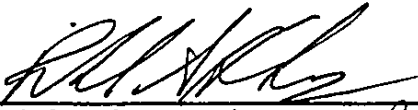
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 9:36

The undersigned does hereby certify that the following Articles of Amendment to the Articles of Incorporation was unanimously approved by the holder of all of the outstanding shares of common stock of CAPITAL REALTY INVESTMENT, INC. (the "Corporation") on the 20th day of March, 1997.

Article I - Name and Principal Address

The name of the Corporation is ZZYZZX INVESTORS, INC. Its principal address is 1700 Palm Beach Lakes Blvd. Suite 1100, West Palm Beach, Florida 33401.

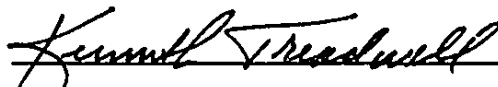
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment to the Articles of Incorporation, this 20th day of March, 1997.


Richard A. Heitmeyer, President
Sole Shareholder

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by RICHARD A. HEITMEYER as Shareholder of Capital Realty Investment, Inc.


Notary Public
State of Florida at Large



KENNETH A. TREADWELL
COMMISSION # CC 311947
EXPIRES SEP 25, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Personally known

or Produced Identification

Type of Identification Produced

**UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF CAPITAL REALTY INVESTMENT, INC.**

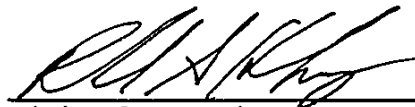
The undersigned, being the Members of the Board of Directors and Sole Shareholder of (the "Corporation"), a Florida corporation, hereby consent to the following action in lieu of holding a meeting regarding the same, all pursuant to the terms of §§607.0821 and 607.0704, Florida Statutes:

RESOLVED that the name of the Corporation shall be changed to ZZYZZX INVESTORS, INC., and it is

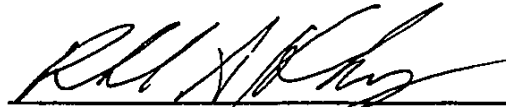
FURTHER RESOLVED that the following respective incumbent officer of the Corporation is hereby authorized to execute on behalf of the Corporation all documents and instruments necessary:

President	Richard A. Heitmeyer
Vice President	Gilbert S. Shelton

Dated: March 20, 1997



Richard A. Heitmeyer, Sole Shareholder



Richard A. Heitmeyer, Director



Gilbert S. Shelton, Director