(Address) hasso **OFFICE USE ONLY** 681-3828 900002297279--9 -09/18/97--01077--025_ ****175.00 *****87.50 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Document #) (Document #) (Document #) (Corporation Name) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Please profile Profit Amendment NonProfit Resignation/of/R-A/, Officer/Director a Certified Copy Limited Liability Change of Registered Agent Dissolution Withdrawal Domestication Other Merger Corporation. OTHER FILINGS QUALIFICATION **Annual Report** Foreign **Fictitious Name** Limited Partnership Name Reservation Reinstatement Trademark Basminer's Initials Other

CR2E031(10/92)

AMENDMENT TO

ARTICLES OF INCORPORATION OF

SEA LORD, INC.

I, MARK O. RODBERG, being the President of SEA LORD, INC. do hereby certify to the Secretary of State that on the 12th day of September, 1997, the following resolution was duly and legally adopted by all shareholders, directors and officers of said Corporation, pursuant to Florida Statutes Section 607.0821 and 607.0704, and that the number of votes cast for the amendment was sufficient for approval and said amendment was adopted on the 12th day of September, 1997:

BE IT RESOLVED that Article II of the Articles of Incorporation is amended as follows:

ARTICLE II

Article II is hereby deleted in its entirety and the following language shall be inserted:

"This corporation may engage only in the following: (a) owning, holding, selling, leasing, transferring, exchanging, operating, and managing the premises located at 252, 260 Alemeda Drive, Palm Springs, Palm Beach County, Florida (the "Mortgaged Premises"), (b) entering into a mortgage loan agreement with Chateux Village Apartments, Inc., and John Hancock Real Estate Finance, Inc., in the amount of \$945,000.00 (the "Mortgage Loan"), (c) refinancing the Mortgaged Premises in connection with a permitted repayment of the Mortgage Loan, and (d) transacting any and all lawful business for which the Corporation may be organized under Florida law that is incident, necessary, and appropriate to accomplish the foregoing."

I do hereby certify that said Resolution has not been altered, amended or rescinded and that it is in full force and effect this 12th day of September, 1997.

ATTEST:

WENDI R. RODBERG

Secretary

SEA LORD, INC.

3y: Wax () Carw

President

STATE OF FLORIDA COUNTY OF PALM BEACH

ON THIS DAY before me, an officer duly authorized to take acknowledgements and administer oaths, personally appeared MARK O. RODBERG, President, and WENDI R. RODBERG, Secretary, of SEA LORD, INC., who are personally known to me or who produced as identification.

WITNESS my hand and official seal this 12th day of September 1997.

My Commission Expires:

CATHY L. GRAHAM

MY COMMISSION & CC 942009

EXPIRES: Jerusey 15, 1998

Bonded Thru Notary Public Underwriters

Printed Name: CATHY L. G

Notary Public

State of Florida at Large