

795000013341

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FILED
97 OCT 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 16, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-10/20/97--01001--006
*****43.75 *****43.75

Subject: Colonial Management Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of Articles of Amendment in connection with the above-referenced corporation, together with our check in the amount of \$43.75 in payment of the filing fee and the cost of a Certificate of Status.

Please date-stamp the photocopy with the filing information and return it to our courier, together with the Certificate of Status, for forwarding to our office.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Debra L. Kahn, Esq.

Leighton D. Yates, Jr., Esq.

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RECEIVED
97 OCT 17 PM 3:03

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COLONIAL MANAGEMENT GROUP, INC.

FILED
97 OCT 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLONIAL MANAGEMENT GROUP, INC., a corporation organized and existing under the laws of the State of Florida, under certificate number P95000013341, filed in the office of the Secretary of State on February 15, 1995, and subsequently amended, hereby certifies as follows:

1. By written action dated the 26 day of SEPT., 1997, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Certificate of Incorporation of COLONIAL MANAGEMENT GROUP, INC., be amended so as to change the name of the corporation to COLONIAL MANAGEMENT LIQUIDATING CORPORATION, and that Article I shall be amended to read:

"The name of the corporation shall be COLONIAL MANAGEMENT LIQUIDATING CORPORATION"

2. These Articles of Amendment were approved by all of the directors of the corporation and by all of the shareholders.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 26 day of SEPT., 1997.

COLONIAL MANAGEMENT GROUP, INC.

By: Randall B. Greene

President

Attest: Randall B. Greene

Secretary

(CORPORATE SEAL)