

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 222-4888
 Mailing Address: Post Office Box 2014, Tallahassee, FL 32301
 TOLL FREE No. 1-800-222-8062
 FAX (904) 222-4888

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		

Corporate Kit 800002040779-8
 Vehicle Search -12/30/96-01019-016
 Driving Record *****87.50 *****87.50
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s _____ Copies
 Courier Service 800002040779-8
 Shipping/Handling -12/30/96-01019-017
 Phone () *****8.75 *****8.75
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____
 TIME _____
 BY _____
 CK No. _____

WALK-IN 12/30/96 1:30
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT
OF THE
ARTICLE OF INCORPORATION
OF
ACPI COLLECTION CORPORATION

SECRET
TALLAHASSEE, FLORIDA
96 DEC 30 PM 2:16

ACPI COLLECTION CORPORATION, a corporation organized and existing under the law of the State of Florida, (the "Corporation") pursuant to the provisions of Section 607.1006 of the Florida Statutes (1995), hereby amends Article I of the articles of Incorporation of ACPI Collection Corporation as follows:

1. Article I is hereby amended to read as follows:

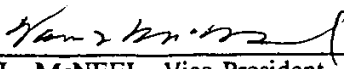
The name of the corporation shall be FIFTH BY BEACH PARTNERS, INC., and its address is 5401 West Kennedy Boulevard, Suite 751, Tampa, Florida 33609.

2. The foregoing amendment was adopted as of December 27, 1996.

3. The foregoing amendment was unanimously approved by the sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed there Articles of Amendment as of December 27, 1996.

ACPI COLLECTION CORPORATION

By: 
VAN L. McNEEL, Vice President

THIS INSTRUMENT WAS PREPARED BY AND,
AFTER FILING, RETURN TO:
JOEL B. GILES, ESQUIRE
Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.
Barnett Tower
One Progress Plaza, Suite 2300
Post Office Box 2861
St. Petersburg, Florida 33731-2861
(813) 821-7000
(813) 822-3768 (Facsimile)
JGILE@STP.CARLTONFIELDS.COM

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 14th day of December, 1996, by VAN L. MCNEEL, as Vice President of ACPI COLLECTION CORPORATION, a corporation organized and existing under the laws of the State of Florida, on the date of execution of the foregoing instrument, on behalf of the corporation, who is personally known to me ~~or who has produced~~ _____
~~as identification.~~


(Sign on this line)

JOEL B. GILES
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____

