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Mailing Address:
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Winter Park, Florida
32790-0030

November 24, 1998

"Personal and Confidential"

Ms. Susan Payne
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 3231

Re: Articles of Amendment to Articles of Incorporation
Southern Apartment Specialists, Inc.

Dear Susan:

800002699138--2
-12/01/98-01002-008
*****35.00 *****35.00

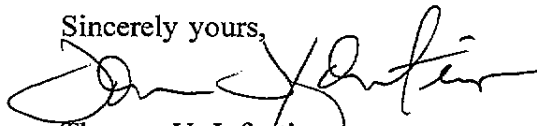
Thank you for calling me today regarding the omitted check (filing fee) for the above referenced item.

Enclosed is our Trust Account check #4963 payable to the Department of State in the amount of \$35.00 for the filing fee, which was omitted from the previous letter.

Also enclosed is a copy of my transmittal letter to the Department of State enclosing the Articles of Amendment to Articles of Incorporation of Southern Apartment Specialists, Inc.

I appreciate your following through with filing the Amendment.

Sincerely yours,


Thomas V. Infantino

TVI/jb
encl.

RECEIPT

I hereby acknowledge receipt of the above mentioned documents on this _____ day of November/December, 1998.

Amendment
12/2/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC - 1 AM 10: 27

INFANTINO AND BERMAN

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Jed Berman
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Mailing Address:
P.O. Drawer 30
Winter Park, Florida
32790-0030

November 19, 1998

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

Re: Articles of Amendment to Articles of Incorporation
Southern Apartment Specialists, Inc.

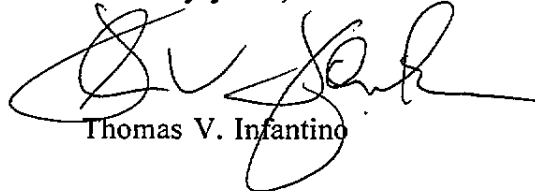
Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to Articles of Incorporation of Southern Apartment Specialists, Inc., along with our check payable to the Department State in the amount of \$35.00 for the filing fee.

Please acknowledge receipt of this letter by signing and returning the enclosed copy of the same to our office.

Thank you for your prompt attention to this matter. Should you have any questions, please notify our office.

Sincerely yours,



Thomas V. Infantino

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC - 1 AM 10:27

RECEIVED
NOV 23 AM 7:57
TVM/jb
enc
DIVISION OF CORPORATIONS

RECEIPT

I hereby acknowledge receipt of the above mentioned documents on this _____ day
of November, 1998.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SOUTHERN APARTMENT SPECIALISTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -1 AM 10: 27

The undersigned, being the president and secretary of SOUTHERN APARTMENT SPECIALISTS, INC., a corporation organized and existing under and by virtue of the general corporation laws of the State of Florida,

DO HEREBY CERTIFY:

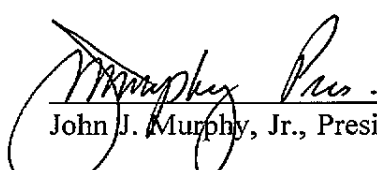
FIRST: That Article III of the Articles of Incorporation be and is hereby amended to read as follows:

ARTICLE III - The amount of capital stock authorized by this corporation shall be 150,000 shares for the par value of \$ 0.01 per share.

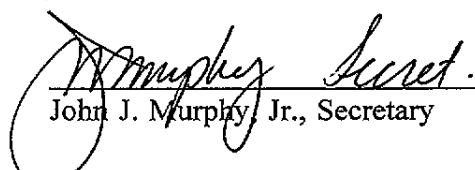
SECOND: This amendment was duly adopted by consent of a sufficient number of the shareholders of the sole class of outstanding common stock of the corporation required for approval pursuant to Florida Statute 607.0704. Written consent of the adoption of this amendment was given in accordance with the provisions of Florida statute of 607.0704 on August 17, 1998.

IN WITNESS WHEREOF we have signed this certificate this 17th day of August, 1998.

(SEAL)


John J. Murphy, Jr., President

Attest:


John J. Murphy, Jr., Secretary