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FROM: RUTHERFORD, MULHALL & WARGO, P.A.
301

ACCT#: 075753002

CONTACT: KATHLEEN M GOODRICH
PHONE: (561) 241-1600

FAX #: (561) 241-3

815

NAME: ALANI GROUP, INC.

AUDIT NUMBER.....H98000023167

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

ALANI GROUP, INC.
757 SE 17TH STRET
#714
FT. LAUDERDALE, FL 33316

SUBJECT: ALANI GROUP, INC.
REF: P95000081118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX And. #: 898000023167
Letter Number: 898A00058766

Fax Audit Number: H98000023167 3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALANI GROUP, INC.


The Articles of Incorporation of the Corporation filed with the Florida Department of State on October 17, 1995 ("Original Articles") were amended by corporate action of all the Directors and shareholders of the Corporation adopted on December 8, 1998 ("Corporate Action"). Pursuant to the Corporate Action, Article 1 of the Original Articles was deleted in its entirety and was amended as hereinafter set forth. This Amendment was adopted by the sole Director and shareholder of the Corporation on December 8, 1998 pursuant to Section 607.1003 of the Florida Statutes.

1. The name of the corporation is ALANI GROUP, INC. (the "Corporation").

2. Article 1 of the Articles of Incorporation of the Corporation is amended to read as follows:

The name of the Corporation shall be AMERICAN REALTY SYSTEMS, INC. ("Corporation").

The undersigned sole Shareholder and Director has executed these Articles of Amendment on December 8, 1998.


WADE LAGRENADE,
Shareholder and Director
President and Chairman of the Board of Directors

Prepared By:
CHARLES E. RUTHERFORD, ESQ.
FLORIDA BAR NO. 135256
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

Fax Audit No. H98000023167 3
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DEC 08 '98 12:07 FROM:RM&W,P.A.

15612413815

T-633 P.04/04 F-818

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**UNANIMOUS CONSENT OF SOLE DIRECTOR AND SHAREHOLDER
OF
ALANI GROUP, INC.**

The undersigned, being the holder of all the issued and outstanding stock and being all of the directors of Alani Group, Inc., a Florida corporation (the "Corporation"), hereby consents, pursuant to the provisions of Sections 607.0704 and 607.0821(3), of the Florida Business Corporation Act, to the adoption of the following resolution:

1. **RESOLVED:** That the corporation amend Article 1 of its Articles of Incorporation to read as follows:

The name of the corporation is
AMERICAN REALTY SYSTEMS, INC.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors and Shareholders as of the 8 day of December, 1998.


WADE LAGRENADE

Prepared By:
CHARLES E. RUTHERFORD, ESQ.
FLORIDA BAR NO. 135256
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

Fax Audit No. H98000023167 3

RUTHERFORD, MULHALL & WARGO
PROFESSIONAL ASSOCIATION