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April 13, 1998

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Reply to:

St. Petersburg

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Honeymoon Caladesi Beach & Boat Club, Inc.

Dear Sir or Madam:

I am enclosed herewith an original and a copy of Articles of Amendment of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$35.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles of Amendment
of Articles of Incorporation \$ 35.00

Please file the original of the enclosed Articles of Amendment of Articles of Incorporation and return a date stamped copy to the undersigned, in the envelope I have provided.

Also, please note that the amendment was duly adopted on the 8th day of April, 1998.

Your prompt attention in this matter is appreciated.

Very truly yours,
BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Howard P. Ross
Howard P. Ross

HPR/jak

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 8:18

N.C.
4-20-98
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 8:18

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION

HONEYMOON CALADESI BEACH & BOAT CLUB, INC.

* * * * *

Pursuant to Section 607.1006 of the
Florida Business Corporation Act

HONEYMOON CALADESI Beach & Boat Club, Inc., a corporation organized and existing under any by virtue of the Florida Business Corporation Act (hereinafter called the "Corporation") DOES HEREBY CERTIFY that:

FIRST: Article I of the Articles of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

I. The name of the corporation shall be THE BAYSHORE INVESTMENT GROUP, INC.

SECOND: The amendment was duly adopted on the 2 day of April, 1998, by unanimous written consent of the Sole Director/Shareholder of the Corporation, in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my signature the ___ day of April, 1998.


Stanley Freifeld
Sole Director/Shareholder

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HONEYMOON CALADESI BEACH & BOAT CLUB, INC.

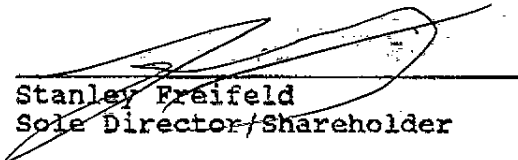
Action Taken by Unanimous Written
Consent of the Sole Director/Shareholder

THE UNDERSIGNED, as the Sole Director/Shareholder of Honeymoon Caladesi Beach & Boat Club, Inc., a Florida corporation (the "Corporation") and acting without a meeting pursuant to the provisions of Section 6077.0821 and 607.0704 of the Florida Business Corporation Act, hereby adopts the following resolution, by unanimous written consent:

WHEREAS, the Sole Director/Shareholder, acting on behalf of the Corporation, has determines that for good and valid business and economic reasons, it is in the best interest of the Corporation to change its name; and

WHEREAS, the name THE BAYSHORE INVESTMENT GROUP, Inc. is available for use as a corporate name in the State of Florida.

NOW, THEREFORE, be it Resolved, that the name of the corporation, be and it hereby is, changed from Honeymoon Caladesi Beach & Boat Club, Inc. to THE BAYSHORE INVESTMENT GROUP, INC., effective this 2 day of April, 1998.


Stanley Freifeld
Sole Director/Shareholder

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