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*ALSO ADMITTED IN INDIANA

March 13, 1997

Via FedEx

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

Attention: Amendments Section

4000002114044--3
-03/14/97--01084--002
*****87.50 *****87.50

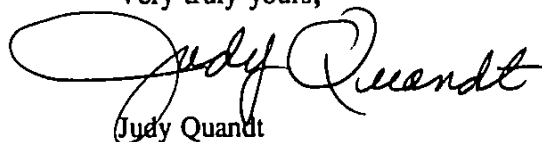
Re: Sunrise Plaza Properties, Inc.

Dear Sir/Madam:

Enclosed for filing is the original Articles of Amendment for the above-referenced corporation, along with our check in the amount of \$87.50 which represents the \$35.00 filing fee and the \$52.50 fee for a certified copy of the Articles of Amendment. Please return the certified copy in the envelope provided.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



Judy Quandt

Administrative Assistant to Kathleen C. Passidomo

/jq

Enclosures, as noted

cc: Client

NC

FILE MAR 14 1997

97 MAR 14 AM 8:33
DIVISION OF CORPORATIONS
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SUNRISE PLAZA PROPERTIES, INC.**

SECRET
97 MAR 14 PM 8:33

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

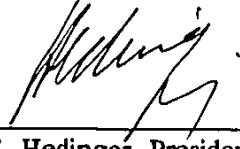
1. The name of the Corporation is presently SUNRISE PLAZA PROPERTIES, INC.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and Shareholders of the corporation on March 12, 1997, in the manner prescribed by the Florida Business Corporation Act; the number of votes cast for the amendment was sufficient for approval; and this amendment shall become effective on the above stated date.

3. Article I of the Articles of Incorporation of SUNRISE PLAZA PROPERTIES, INC. is hereby amended to read as follows:

The name of the Corporation is SUNRISE PROPERTIES & MANAGEMENT CO., and the street address of the Corporation is c/o Kathleen C. Passidomo, Esq., Kelly, Price, Passidomo & Siket, 2640 Golden Gate Parkway, Suite #315, Naples, Florida 34105.

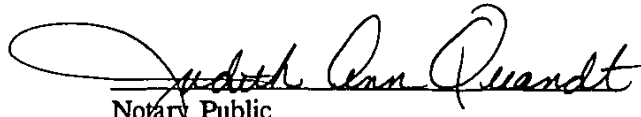
Dated this 12th day of March, 1997.

SUNRISE PROPERTIES &
MANAGEMENT CO., formerly known as
SUNRISE PLAZA PROPERTIES, INC.

By: 
Alfred F. Hedinger, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of March, 1997,
by Alfred F. Hedinger, as President of SUNRISE PROPERTIES & MANAGEMENT CO.,
formerly known as Sunrise Plaza Properties, Inc. a Florida corporation, on behalf of the
corporation. He is personally known to me or has produced _____ as
identification.



Notary Public

JUDITH ANN QUANDT

Print Name

My Commission Expires:

(SEAL)

