ARRON, REDDING, HUGHES, FITE, BASSETT & FENSOM, P.A.

ATTORNEYS AT LAW

220 MCKENZIE AVENUE

POST OFFICE BOX 2467

PANAMA CITY, FLORIDA 32402

TELEPHONE 785-7454 AREA CODE 904

FAX 904 785-2999

May 9, 1997

**400002174774--**-05/12/37--01073--010 \*\*\*\*\*35.00 \*\*\*\*\*35.00

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

> Articles of Amendment to Articles of Incorporation of St. Andrews Real Estate Corp.

Gentlemen:

JEFFREY C. BASSETT

MARCIA DAVIS JAMES B. FENSOM

W. GERALD HAMM J. ROBERT HUGHES ROLAND W. KIEHN THOMAS W. LEDMAN

CHRISTINE C. NICHOLS BENJAMIN W. REDDING CLIFFORD W. SANBORN

ALBERT J. STOPKA III

JOHN M. FITE

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of the above-referenced corporation and a check in the amount of \$35.00 to cover the cost of filing.

Please file this amendment upon receipt and return a copy to Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect. As time is of the essence, your immediate attention to this matter is greatly appreciated.

Very truly yours,

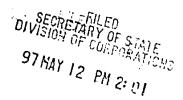
BARRON, REDDING, HUGHES, FITE, BASSETT, FENSOM & SANBORN, P.A.

Jeffrey C. Bassett

JCB\ch Enclosures TRANSCRIBED AND MAILED IN ABSENCE OF WRITER IN ORDER TO AVOID DELAY.

WAY 1'5 18315.

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



ST.	ANDREWS REAL	ESTATE	CORP.		
(present name)					

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I is being amended to change the present name of the corporation of ST. ANDREWS REAL ESTATE CORP. to the new name of

ST. ANDREWS HARBOUR REALTY, CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD	: Th	ne date of each amendment's adoption: May 1, 1997				
FOURT	Н: .	Adoption of Amendment(s) (CHECK ONE)				
		The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
		The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):				
		"The number of votes cast for the amendment(s) was/were sufficient for approval by				
		14				
		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signati		gned this day <u>lst</u> of <u>May</u> , 19 <u>97</u>				
Oignati		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
OR						
		(By a director if adopted by the directors)				
		OR				
		(By an incorporator if adopted by the incorporators)				
		JOHN B. MCVEIGH				
		Typed or printed name				
		PRESIDENT				
		Title				