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PLEASE REPLY TO:
CAPE CORAL OFFICE

January 31, 1997

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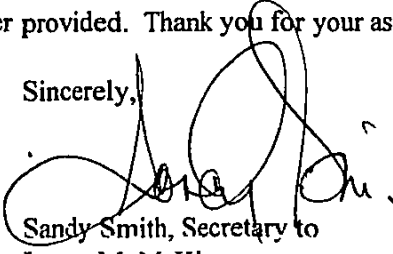
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF AMENDMENT - PALAZZO GRANDE DEVELOPMENT CORP.

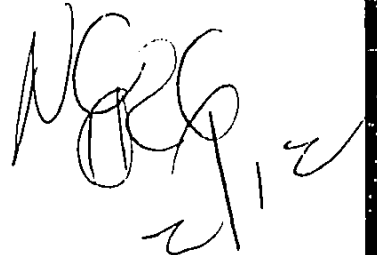
Enclosed are the original and one copy of the articles of amendment for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the fees for filing and a certified copy.

Kindly return the copy to us in the mailer provided. Thank you for your assistance in this matter.

Sincerely,


Sandy Smith, Secretary to
Lance M. McKinney

FILED
97 FEB -5 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PLAZZO GRANDE DEVELOPMENT CORPORATION**

Pursuant to the provisions of Section 607.1003 through 607.1005 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 **PLAZZO GRANDE DEVELOPMENT CORPORATION.**

2. The following Amendment to the Articles of Incorporation was adopted by all of the initial directors of the corporation. The Corporation has not yet issued shares of stock and shareholder approval was not required, on the 30th day of October, 1996, in the manner prescribed by Section 607.1005 of the Florida Business Corporation Act:

Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

The name of the corporation shall be PALAZZO GRANDE DEVELOPMENT CORPORATION.

3. The foregoing Amendment(s) shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its initial Director on this _____ day of January, 1997.

By: _____

ROBERT VETRI, Director

By: _____

ANDRE PHILLIPS, Director

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA