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VINCENT J. PIAZZA

February 5, 1998

\*ADMITTED IN FL & NJ

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-02/09/98--01090--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

RE: Articles of Amendment to Articles of Incorporation of Brookman-Fels at Waters  
Edge, Inc.

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Brookman-Fels at Waters Edge, Inc. together with my check in the amount of \$35.00 for filing same. The purpose of the amendment is to change the name of the corporation to BF AT WATERS EDGE, INC. Please file the enclosed and return a receipted copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

Michael D. Mopsick

VS FEB 11 1998

MDM:rg  
Enclosures

N/C

FILED  
98 FEB -9 AM 11:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED  
98 FEB -9 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BROOKMAN-FELS AT WATERS EDGE, INC.**

1. The name of the corporation is BROOKMAN-FELS AT WATERS  
EDGE, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended  
to read as follows:


**"Article I:**

The name of the corporation is BF AT WATERS EDGE, INC."

3. This Amendment was adopted by the unanimous consent of the shareholders and  
directors of the Corporation on Jan. 31, 1998.

**IN WITNESS WHEREOF**, BROOKMAN-FELS AT WATERS EDGE, INC. has caused  
these Articles of Amendment to be executed on this 31 day of January, 1998.

BROOKMAN-FELS AT WATERS EDGE, INC.

BY:   
Ross Adickman, President