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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: JULIE RUFF

PHONE: (305)358-5900

FAX #: (305)358-4842

NAME: CARLISLE PROPERTY MANAGEMENT, INC.

AUDIT NUMBER.....H98000006887

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Amendment
4/1.4/98
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DIVISION OF CORPORATIONS

04/10/98 FRI 09:56 FAX 3053589490

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1998

CARLISLE PROPERTY MANAGEMENT, INC.
2121 PONCE DE LEON BLVD. PENTHOUSE
CORAL GABLES, FL 33134

SUBJECT: CARLISLE PROPERTY MANAGEMENT, INC.
REF: P96000094560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000006887
Letter Number: 398A00019179

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

FILED
98 APR 13 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARLISLE PROPERTY MANAGEMENT, INC.

The undersigned as President and Director of CARLISLE PROPERTY MANAGEMENT, INC., a Florida corporation (the "Corporation"), hereby files this Amendment to the Articles of Incorporation of CARLISLE PROPERTY MANAGEMENT, INC., which Amendment was unanimously approved by all the directors, officers and shareholders of the Corporation pursuant to a meeting duly held on the 3/16 day of March, 1998 at which meeting all of said officers, directors and shareholders agreed to the following amendments:

ARTICLE I

NAME

The address of the Corporation is 2937 S.W. 27th Avenue, Suite 303, Coconut Grove, FL 33133.

ARTICLE I

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation in the State of Florida is 2937 S.W. 27th Avenue, Suite 303, Coconut Grove, FL 33133, and the name of the registered agent of the Corporation at that address is Lloyd J. Boggio.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors. The name and street address of the directors are:

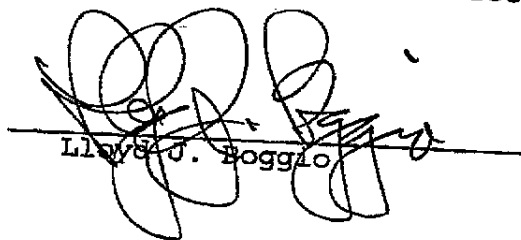
Mr. Lloyd J. Boggio
2937 SW 27th Avenue
Suite 303
Coconut Grove, FL 33133

Mr. Bruce W. Grear
2400 S. Dixie Highway
Suite 200
Miami, FL 33133

Mr. Luis Gonzalez
2937 SW 27th Avenue
Suite 303
Coconut Grove, FL 33133

This Amendment modifies the Articles of Incorporation of
CARLISLE PROPERTY MANAGEMENT, INC., which were filed on November
19, 1996 and assigned document number P96000094560.

WITNESS the hand and seal of the President and Director
on this 31st day of March, 1998.

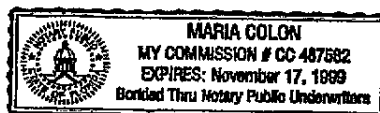

Lloyd J. Boggio

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) : ss.

31st The foregoing instrument was acknowledged before me this
day of March, 1998 by LLOYD J. BOGGIO who is personally
known to me or who has produced _____ as
identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: Maria Colon
Commission No.: CC 487582

My Commission expires:



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Fax Audit # H98000006887

CERTIFICATE OF REGISTERED AGENT
OF
CARLISLE PROPERTY MANAGEMENT, INC.

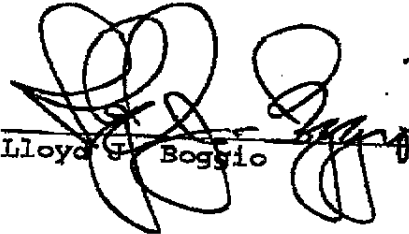
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CARLISLE PROPERTY MANAGEMENT, INC., organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Amendment, at City of Coconut Grove, County of Dade, State of Florida, has named Lloyd J. Boggio, 2937 S.W. 27th Avenue, Suite 303, Coconut Grove, Florida 33133, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 13 day of April, 1998.


Lloyd J. Boggio

Fax Audit # H98000006887