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April 18, 1997
Overnight Delivery

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32399

RE: Filing of Articles of Amendment
EBK PROPERTIES III, INC.

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-04/21/97--01122--007
*****35.00 *****35.00

FILED
97 APR 21 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

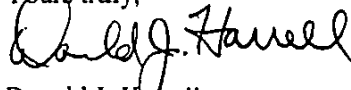
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment, along with the Consent of Shareholders for the above referenced corporation, and a check in the amount of the following:

Articles Filing Fee \$35.00

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,



Donald J. Harrell
For the Firm

DJH/sh
cc: Client (w/o encl.)

Amend

VS APR 29 1997

EBK PROPERTIES III, INC.
ARTICLES OF AMENDMENT

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment to its articles of incorporation:

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97 APR 21 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name. The name of the corporation is EBK PROPERTIES III, INC..
2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted amending and restating ARTICLE III, Section 3.1 in its entirety to read as follows:

Section 3.1 Purpose. The corporation is organized for the single purpose to own and operate that certain real property described as Lots 1 and 2, MAXIMO MOORINGS UNIT FIVE SECOND PARTIAL REPLAT, according to the map or plat thereof, as recorded in Plat Book 64, Page 62, of the Public Records of Pinellas County, Florida together with TRACT B, MAXIMO MOORINGS UNIT FIVE PARTIAL REPLAT, a subdivision according to the plat thereof as recorded in Plat Book 57, Page 85, of the Public Records of Pinellas County, Florida and the other real and personal property incidental thereto or associated therewith (the "Property"). The corporation shall (i) not engage in any business unrelated to the ownership and operation of the Property, (ii) not have assets other than those related to the ownership and operation of the Property, (iii) not incur any indebtedness other than ordinary and necessary indebtedness incident to the ownership, operation, management, maintenance, restoration and repair of the Property, (iv) not commingle its assets with the assets of any other person or entity, (v) maintain its own separate books, records and accounts separate and apart from the books, records and accounts of any other person or entity, and (vi) hold itself out as being an entity separate and apart from any other person or entity.

3. Date Adopted. The above amendment was adopted on the date hereof.
4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
5. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 18th day of April, 1997.

EBK PROPERTIES III, INC.

By Eugene B. Knippers
Eugene B. Knippers
As President

EBK PROPERTIES III, INC.
CONSENT OF SHAREHOLDERS AND DIRECTORS
TO
AMENDMENT TO ARTICLES OF INCORPORATION

The above-referenced meeting of directors and shareholders of the above corporation was held by this written consent on April 18, 1997, at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed (or waived), called and convened. It was determined that shareholders of all of the outstanding shares and all directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted amending and restating ARTICLE III, Section 3.1 in its entirety.

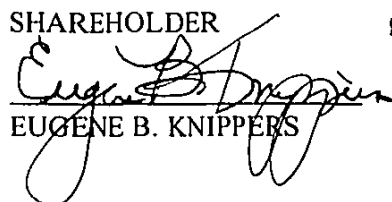
as per attached

RESOLVED FURTHER, that the officers and directors of the corporation hereby are authorized and directed to execute and file formal articles of amendment and to take any and all necessary action in order to effectuate the foregoing intent.

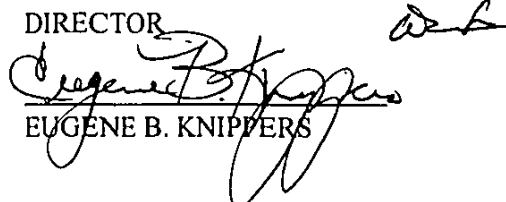
3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written.

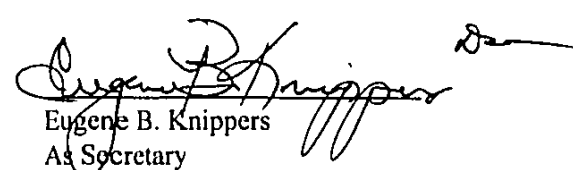
SHAREHOLDER


EUGENE B. KNIPPERS

nk
DIRECTOR


EUGENE B. KNIPPERS

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.


Eugene B. Knippers
As Secretary