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* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

FAYE A. WILLIAMS
CYNTHIA C. SEAMAN
SUSAN M. MANISCALCO

April 14, 1997

VIA FEDERAL EXPRESS
1-904-488-9000

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*****35.00 *****35.00

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

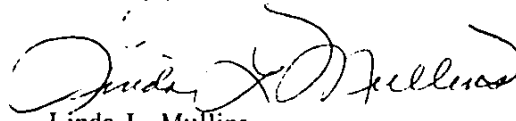
Re: Amended Articles of Incorporation for
Delray Ocean Estates, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation for Delray Ocean Estates, Inc. for filing. Also enclosed please find our check in the amount of \$35.00 representing the filing fee. Please return a stamped-copy in the envelope provided.

If you have any questions or require any additional information, please do not hesitate to call.

Sincerely yours,



Linda L. Mullins
Secretary to James A. Ballerano, Jr.

/lm
Enclosures





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1997

CHAPIN, ARMSTRONG & BALLERANO
% LINDA MULLINS
1201 GEORGE BUSH BLVD.
DELRAY BEACH, FL 33483-7203

SUBJECT: DELRAY OCEAN ESTATES, INC.
Ref. Number: P97000032534

We have received your document for DELRAY OCEAN ESTATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00020585

AMENDED ARTICLES OF INCORPORATION
OF
DELRAY OCEAN ESTATES, INC.

The undersigned subscriber to these Amended Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, the Board of Directors hereby adopts the following Amended Articles of Incorporation and shareholder action was not required:

ARTICLE I - NAME

The name of the corporation shall be:

DELRAY OCEAN ESTATES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1715 South Ocean Boulevard
Delray Beach, Florida 33483

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

James A. Ballerano, Jr.
1201 George Bush Boulevard
Delray Beach, Florida 33483

ARTICLE V - INCORPORATOR

The name and address of the incorporator these Amended Articles of Incorporation is:

James A. Ballerano, Jr.
1201 George Bush Boulevard
Delray Beach, Florida 33483

ARTICLE VI - DIRECTORS

The names and addresses of the initial directors of the corporation are:

Gerald L. Diamond
1715 South Ocean Boulevard
Delray Beach, FL 33483

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 14th day of April, 1997.

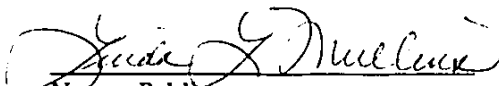


JAMES A. BALLERANO, JR., Incorporator

STATE OF FLORIDA)
): SS:
COUNTY OF PALM BEACH)

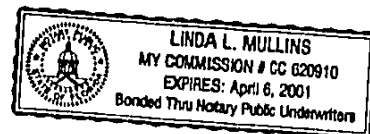
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared **JAMES A. BALLERANO, JR.**, to me known to be the person described in and who executed the foregoing Amended Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida, this 14th day of April, 1997.



Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: DELRAY OCEAN ESTATES, INC.

2. The name and address of the registered agent and office is:

James A. Ballerano, Jr.
1201 George Bush Boulevard
Delray Beach, Florida 33483

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: April 9, 1997



JAMES A. BALLERANO, JR.