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RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
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May 1, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

300002525163-5
-05/15/98-01045-002
*****87.50 *****87.50

Re: Rutland Estates Development Corporation/
Swain Development Corporation

Gentlemen:

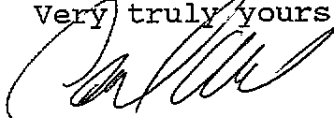
Enclosed for filing in your office are Articles of Amendment
of Corporate Charter for the above noted corporation.

Also enclosed is our check in the amount of \$87.50 payable to
your order to cover the following expenses:

Certified copy	\$ 52.50
Amendment of Record	<u>35.00</u>
Total	\$ 87.50

I would appreciate your forwarding a certified copy of the
Articles of Amendment to this office.

Very truly yours,



R. Carlton Ward

RCW/pb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 10:49

RECEIVED
98 MAY 12 AM 10:45
DIVISION OF CORPORATIONS

N.C.
5-15-98
CC

ARTICLES OF AMENDMENT OF CORPORATE CHARTER
OF
SWAIN DEVELOPMENT CORPORATION

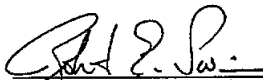
Before me, the undersigned authority, personally appeared ROBERT E. SWAIN, who, being first duly sworn, deposes and says that he is the President, Sole Shareholder and Sole Director of SWAIN DEVELOPMENT CORPORATION, a Florida corporation, chartered by the Secretary of State of the State of Florida, under the date of April 10, 1998, and that Article I of the Corporate Charter provides that the name of the corporation shall be SWAIN DEVELOPMENT CORPORATION, that it is the desire and intention of all the parties hereto that the corporate name be changed and that Article I of said Articles of Incorporation be amended to read as follows:

Article I.

The name of this corporation shall be RUTLAND ESTATES DEVELOPMENT CORPORATION.

That this Amendment of Articles of Incorporation has been duly approved by the undersigned as the President, Sole Shareholder and Sole Director of said corporation, in meeting duly assembled on the 4th day of May, 1998. The undersigned being the President, Sole Shareholder and Sole Director of said corporation does further consent to this Amendment of Articles of Incorporation by the execution of this Amendment in accordance with the provisions of Florida Statutes, Section 607.394.

Dated this 4th day of May, A.D., 1998.



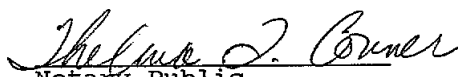
Robert E. Swain, President
Sole Shareholder/Sole Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 10:49

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared ROBERT E. SWAIN, to me personally known, to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for the purposed therein set forth.

WITNESS my hand and official seal this 4th day of May, 1998.



Notary Public
My commission expires

