P97000515623 NATIONAL INCOME REALTY TRUST

July 14, 1997

VIA AIRBORNE EXPRESS

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Fountainhead, Inc.

500002238305--8 -07/15/97--01053--001 ******35.00 ******35.00

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Fountainhead, Inc. Also enclosed is a check in the amount of \$35.00 which represents the filing fee.

Please return a filed copy of the Amendment in the overnight envelope provided for your convenience. Thank you for your cooperation in this matter.

Very truly yours,

Alyssa J. Bassett

Enclosures

wpdscalab97\assafil.kr/d

JUL 2 2 19971



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 18, 1997

ALYSSA J. BASSETT NATIONAL INCOME REALTY TRUST 280 PARK AVENUE, EAST BUILDING, 20TH FL. NEW YORK, NY 10017

SUBJECT: FOUNTAINHEAD, INC. Ref. Number: P97000051562

We have received your document for FOUNTAINHEAD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide street addresses for the officers listed in your document.

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) 487-6905.

Letter Number: 397A00036760

Thelma Lewis
Corporate Specialist Supervisor

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF FOUNTAINHEAD, INC.

Pursuant to <u>Florida Statutes</u> Section 607.181, the Articles of Incorporation of Fountainhead, Inc., a Florida corporation, filed with the Florida Secretary of State, Tallahassee, Florida, on June 11, 1997, is hereby amended as follows:

1. The following Article is hereby added:

ARTICLE XIII OFFICERS

The names and addresses of the officers of this Corporation are as follows:

Chief Executive Officer and President: William S. Friedman *

Chief Operating Officer:

Chief Financial Officer:

Chief Accounting Officer:

Erin Davis

Treasurer: Todd Minor

Sr. Vice President - Commercial Asset

Management: Chris Clinton
Sr. Vice President - Acquisitions: Peter Larsen

Sr. Vice President - Residential Asset

Management: Bill Lockhart

Sr. Vice President - Director of
Property Management:
Neil Swingruber

Sr. Vice President - Construction: Larry Grigsby

Secretary and Vice President: Lawrence S. Hartman

Assistant Secretary: Eileen Goldberg

Vice President - Asset Management Janice Cline

The foregoing amendment was adopted by the Board of Directors of the Corporation on the 24th day of June, 1997, without shareholder action as shareholder action was not required.

3100 Monticello, Suite 200 Dallas, Texas 75205

^{*} collectively, the business address of the above is as follows:

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IN WITNESS WHEREOF, the undersi	gned President and Director of this corporation have
executed these Articles of Amendment this	4 ⊬day of July, 1997.
	Willetten
A	William S. Friedman, President
	Lawrence S. Hartman, Director
STATE OF NEW YORK COUNTY OF New York	/
The foregoing instrument was acknowledged before me this 14h day of July, 1997, by William S. Friedman, the President of FOUNTAINHEAD, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.	
· .	JOHN STANTON OF THE S
•	NOTARY PUBLIC
	Print Name:
Ŋ	My Commission Expires: ALYSSA J. BASSETT Notary Public, State of New York No. 4980837 Qualified in New York County 9
STATE OF NEW YORK COUNTY OF NEW YORK	Commission Expires April 22, 113
	vledged before me this $\frac{ U_{\downarrow\downarrow\downarrow} }{ U_{\downarrow\downarrow\downarrow} }$ day of July, 1997, by TAINHEAD, INC., a Florida corporation, on behalf ome.
	MINI J. WART
<u> </u>	NOTARY PUBLIC
P	Print Name:
Λ	My Commission Expires:
	ALYSSA J. BASSETT Notary Public, State of New York No. 4980637 Qualified in New York County Commission Expires April 22, 1111
