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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BAY MAC, INC.

AUDIT NUMBER.....H98000007871

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

RAY MAC, INC.
2601 S BAYSHORE DRIVE
SUITE 2001
COCONUT GROVE, FL 33133

SUBJECT: RAY MAC, INC..
REF: P97000078007

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAY MAC, INC.**

Pursuant to Section 607.1006, Florida Statutes, Bay Mac, Inc., hereby amends its Articles of Incorporation and submits the following:

1. Article I of the Articles of Incorporation of Bay Mac, Inc. is hereby amended to read as follows:

"Article I. NAME

The name and principal address of this Corporation shall be:

Inns of Court II, Inc.
2601 South Bayshore Drive
Suite 2001
Coconut Grove, Florida 33133"

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TALLAHASSEE, FLORIDA

2. The foregoing amendment was unanimously adopted by the Shareholders and Board of Directors of this Corporation on April 24, 1998.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment this 24th day of April, 1998.


Elizabeth Russo, President

Robert A. Chaves, Esquire
Teschler Chaves Rubin Forman & Muller, P.A.
2101 Corporate Boulevard, Suite 216
Boca Raton, Florida 33431
Florida Bar No. 283525
(561) 992-7847

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ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND DIRECTOR OF
BAY MAC, INC.

The undersigned, constituting the sole Shareholder and Director of Bay Mac, Inc. (the "Corporation"), hereby waives all formal requirements to the actions set forth herein including the holding and notice of a meeting and hereby consents in writing to adopt the following actions:

1. The name of the Corporation shall be changed to Inns of Court II, Inc. and Articles of Amendment to the Articles of Incorporation shall be filed accordingly.
2. The Corporation authorizes the use of the name Inns of Court I, Inc. by another corporation which shall be incorporated by M & W Agents, Inc.
3. The officers of the Corporation shall take such further action necessary to effectuate the actions set forth above.

Dated as of this 24th day of April, 1998.



Elizabeth Russo
Sole Director and Shareholder

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