

P 97000103081

DAVID J. SZEMPRUCH, P.A.

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May 27, 1998

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

500002545135--7
-05/02/98--01099--013
*****87.50 *****87.50

Re: AAAFlorida Real Estate, Inc.

To whom it may concern:

Enclosed please find a Certificate of Amendment for the corporation above along with a check in the amount of \$87.50 which represents the fees due to file the amendment and to return the certificate and a certified copy.

If you should have any questions, please do not hesitate to call.

Very truly yours,

Tracy Snorf
Tracy Snorf

Enc: as noted

DAVID SZEMPRUCH
AUTHORIZATION BY PHONE TO
NOT TAKE OUT INITIAL
6-10
DRG

FILED
98 JUN -2 AM 11:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMEND
DRG
6-10

CERTIFICATE OF AMENDMENT
AAAFLORIDA REAL ESTATE, INC.

AAAFLORIDA REAL ESTATE, INC., a corporation existing under the laws of the state of Florida, whose registered office is located at 6880 Redbay Park #101, Naples, Florida 34109, certifies pursuant to the provisions of Florida law, as amended, and the Articles of Incorporation of AAAFLORIDA REAL ESTATE, INC., as amended, that at a meeting of the stockholders of said corporation, held on April 2, 1998, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that the following Articles are to be amended or added, as the case may be, to read as follows:

ARTICLE V. ~~127~~ Directors

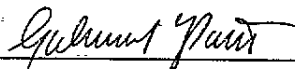
This corporation shall have one (1) Director ~~127~~. The number of directors may be increased or diminished from time to time in a manner provided in the by-laws. The name and street address of the Director is:

Helmut G. Paul
6880 Redbay Park #101
Naples, Florida 34109

ARTICLE XII. Amendment.

This corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein, if any, shall be subject to this reservation. Each amendment submitted to the shareholders for approval shall require the vote of a simple majority of shareholders for approval.

IN WITNESS WHEREOF, I have affixed my signature as Secretary and have caused the corporate seal of AAAFLORIDA REAL ESTATE, INC. to be hereunto affixed, this 21st day of April, 1998.

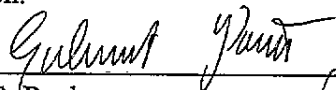
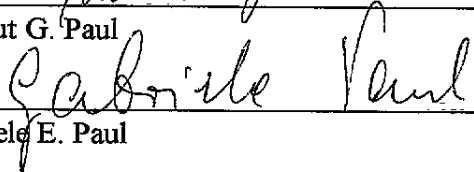


Helmut G. Paul, its Secretary

(Corporate Seal)

STOCKHOLDER CONSENT

We, the undersigned, representing 100% of the outstanding stockholders of Triple AAAFLORIDA REAL ESTATE, INC., hereby consent, agree to, and ratify the foregoing Resolution.

 _____ Helmut G. Paul	Date
 _____ Gabriele E. Paul	Date