



P970000104717

Executive Property Services of Florida, Inc.

155 East Lake Brantley Road, Longwood Florida 32779

Division of Corporations
PO Box 6327
Tallahassee, Florida

To Whom It May Concern:

Please file the enclosed Articles of Amendment with the appropriate State Agencies for JRP Properties, Inc. I have enclosed a check for \$35.00 to handle filing fees. If you have any questions I can be reached at (407) 826-4209. Any written correspondence should be mailed to my attention at 9316 Thurloe Place, Orlando, Florida 32827.

Sincerely,

Clifford Rees Morgan II
President

800002678078--5
-11/02/98-01108--004
*****35.00 *****35.00

FILED
98 NOV -2 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL NOV - 5 1998

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
JRP PROPERTIES, INC.

FILED
98 NOV -2 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1002 and 607.1006 of the Florida Statutes JRP Properties, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is JRP Properties, Inc. with d/b/a as Executive Property Services of Florida, Inc.
2. The original Articles of Incorporation for the Corporation were filed on December 12, 1997, and assigned Charter No. P97000104717.
3. In a Written Consent to Action of the Board of Directors of the Corporation executed on October 6th, 1998, the Directors have unanimously agreed that the Articles of Incorporation be amended to change the capital stock of the Corporation.
4. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is ONE THOUSAND (1,000) shares, which shall consist of FIVE HUNDRED AND TEN (510) shares of Class A Voting Common Stock with a par value of ONE DOLLAR (\$1.00) per share, and FOUR HUNDRED AND NINTY (490) shares of Class B Non-Voting Common Stock with a par value of ONE DOLLAR (\$ 1.00) per share. Each holder of Class A Voting Common Stock shall have one vote with respect to each share of such stock held by him or her of record on the books of the Corporation on matters voted upon by the shareholders. Each holder of Class B Non-Voting Common Stock will be afforded no voting rights but shall have all other rights of a holder of common stock, including rights to a proportionate share of dividends and other distributions made on account of common stock of the Corporation.

5. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, a member of the Board of Directors of the Corporation has executed these Articles of Amendment this 6 day of OCTOBER, 1998. On behalf of the Corporation.

Kathy Thompson
Witness

Kathy Thompson
Witness

Clifford Rees Morgan II
Clifford Rees Morgan II, Director.

Troy S. Lassoe, V.P.
Troy S. Lassoe, Director

**WRITTEN CONSENT TO ACTION OF THE
BOARD OF DIRECTORS OF
EXECUTIVE PROPERTY SERVICES OF FLORIDA, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Directors of Executive Property Services of Florida, INC. a corporation organized and existing under and by virtue of the laws of the State of Florida, (the "Corporation"), hereby take the following actions by written consent in lieu of holding a special meeting, in accordance with the provisions of Section 607.082 1, Florida Statutes:

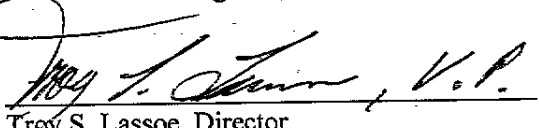
RESOLVED. that Article III of the Articles of Incorporation of the Corporation be amended to change the capital stock of the Corporation to be TWO THOUSAND (2,000) shares, which shall consist of ONE THOUSAND (1,000) shares of Class A Voting Common Stock with a par value of ONE DOLLAR (\$1.00) per share, and ONE THOUSAND (1,000) shares of Class B Non-Voting Common Stock, with a par value of ONE DOLLAR (\$1.00) per share.

FURTHER RESOLVED, that Clifford Rees Morgan II, as a Director of the Corporation, is hereby authorized and directed to execute Articles of Amendment to the Articles of Incorporation of the Corporation, and to take any and all action necessary to effectuate the above-described change in capital stock and initial directors of the Corporation on the records of the Secretary of State of the State of Florida.

This Consent may be executed by one or more directors in counterparts and transmitted by facsimile or otherwise and all of such counterparts, together, shall constitute one and the same instrument.

EXECUTED this 6 day of OCTOBER, 1998.


Clifford Rees Morgan II, Director


Troy S. Lassoe, Director