

P98000004750



ACCOUNT NO. : 072100000032

REFERENCE : 558631 81528A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : May 1, 2002

ORDER TIME : 1:04 PM

ORDER NO. : 558631-005

CUSTOMER NO: 81528A

CUSTOMER: Mr. Doug Oswald
Kenneth F. Oswald, Esq
Suite 110
600 Courtland Street
Orlando, FL 32804

FILED
02 MAY -1 PM 3:52
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: TROSS, INC.

000005418830--5

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

C. Coulliette MAY 01 2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TROSS, INC., a Florida corporation**

Document No. P98000004750

FILED
02 MAY -1 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation.

TROSS, INC., a Florida corporation, hereby certifies:

The sole member of the Board of Directors and the sole Stockholder of the Corporation at a meeting duly called and held on April 24, 2002, adopted the following Resolution:

WHEREAS, it is deemed to be in the best interest of the Corporation that Article II of the Articles of Incorporation be amended as hereinafter set forth:

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of TROSS, INC. be amended, changed, and altered as follows:

The following provision is added to this Article II:

ARTICLE II

PURPOSES

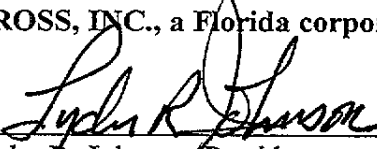
Upon the closing on or about April 30, 2002 of take-out first mortgage financing to be provided by Royal Indemnity Company, which financing replaces the financing referenced in the Operative Agreements, the term "Operative Agreements" as used herein shall mean and refer to the Project Loan Agreement by and between this Corporation as Borrower and Royal Indemnity Company as Lender dated on or about April 30, 2002.

BE IT FURTHER RESOLVED, that the President direct Counsel for the Corporation to prepare the necessary Articles of Amendment for signature by the Corporation, through its proper officers, to legally affect the Amendment to the Articles

of Incorporation as above set forth, and that the Articles of Amendment be filed in the office of the Secretary of State of the State of Florida, as required by the Laws of the State of Florida.

IN WITNESS WHEREOF, the said Corporation has caused the Articles of Amendment to be signed by its President and in its name and its corporate seal to be affixed hereunto.

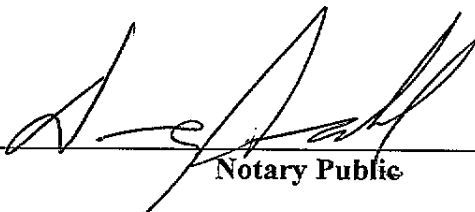
TROSS, INC., a Florida corporation


Lyder R. Johnson, President

H:\My Documents\Corporate Docs\Tross-AOI-Amend.doc

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED BEFORE ME THIS 25 DAY OF APRIL, 2002,
BY LYDER R. JOHNSON, AS PRESIDENT OF TROSS, INC., A FLORIDA
CORPORATION, WHO IS PERSONALLY KNOWN TO ME OR HAS PRODUCED
AS IDENTIFICATION.


Notary Public

(Print, type or stamp commissioned name of Notary Public)

DOUG OSWALD
Notary Public, State of Florida
My comm. exp Mar 30, 2004
Comm No CC923739