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January 17, 2003

Florida Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: Polk County Realty Fund, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Amendment to Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of $43.75 to cover the filing fees in the amount of $35.00 and the cost of a certified copy in the amount of $8.75.

If the Articles of Amendment are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

Linda C. Johnson

Linda C. Johnson
Corporate Administrator

/lj
Enclosures: a/s
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ARTICLES OF AMENDMENT
_OF_
ARTICLES OF INCORPORATION
_OF_
POLK COUNTY REALTY FUND, INC.

FILED
03 JAN 23 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **POLK COUNTY REALTY FUND, INC.**, a Florida corporation (the "Corporation") are hereby amended as follows:

1. The terms of Article I of the Articles of Incorporation are hereby deleted in their entirety and the following is substituted in lieu thereof:

"ARTICLE I

"The name of the corporation shall be **BERAFFES, INC.** and its mailing address is 333 Third Avenue North, Suite 400, St. Petersburg, Florida 33701."

2. The foregoing amendment was recommended by the directors and was adopted by a unanimous vote of the shareholders and ratified by a unanimous vote of the Shareholders and Directors of the Corporation on the 2nd day of January, 2003.

IN WITNESS WHEREOF, the undersigned as President and Secretary of the Corporation have executed these Articles of Amendment this 15th day of January, 2003.

David A. Jenkins
President and Secretary and
Director and Shareholder