

Law Offices
CASELLA & McMICHAEL

A Professional Association

Telephone & FAX (941) 383-2028

MAILING ADDRESS:

ADMINISTRATION

P.O. Box 426

Longboat Key, Florida 34228

OFFICES:

829 West Dr. King Boulevard

Suite 101

Tampa, Florida 33603

P98000035098

1, 1998

Secretary of State
Division of Corporations
Department of State
The Capitol
PO Box 6327
409 East Gaines Street
Tallahassee, Fla. 32314

100002551741--7
-06/08/98--01126--017
*****35.00 *****35.00

Re: Certificate of Amendment San Carlos Group, Inc.

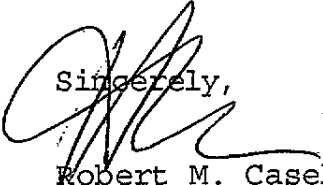
Gentlemen:

Enclosed please find a check for \$35.00 for the recording of the enclosed certificate of Amendment.

Please return one copy marked filed.

Thank you for your cooperation.

Sincerely,


Robert M. Casella, Esq.

cc. Daniel M. Dicarlo, Jr. m
Robert M. Casella, Esq.

FILED
98 JUN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFT 7-1-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 15, 1998

CASELLA & MCMICHAEL
% ROBERT CASELLA
P.O. BOX 426
LONGBOAT KEY, FL 34228

SUBJECT: THE SAN CARLOS GROUP, INC.
Ref. Number: P98000035098

We have received your document for THE SAN CARLOS GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 398A00033237

*Please note check not returned - assumption is deposited.
Documents are now dated, please file.*

RECEIVED
98 JUN 25 AM 8:05
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE SAN CARLOS GROUP, INC.**

FILED
98 JUN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President / Secretary of The San Carlos Group, Inc., a Florida Corporation, hereby certify that the following amendment to the Articles of Incorporation was duly adopted by the shareholders, directors and officers on May 26, 1998.

AMENDMENT

1. **Name of the Corporation.** The present name of the Corporation is "The San Carlos Group, Inc.". The name of the Corporation is hereby changed to "San Carlos Bay Group, Inc.". Article I (Name of the Corporation) of the Articles of Incorporation is amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

San Carlos Bay Group, Inc.

The address of the principal office of this corporation shall be 1552 San Carlos Bay Drive, Sanibel, Florida 33957, and the mailing address of the corporation shall be the same.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF we have set our hands and seals this 26th Day of May, 1998.



Daniel M. Dicarlo, Jr., President
and Secretary