

P 98000052839

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* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN MASSACHUSETTS

November 18, 1998

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

RE: CLOISTERS ON THE BAY, INC.
Charter No. P98000052839

700002705197--1
-12/07/98--01153--004
*****35.00 *****35.00

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation of the above corporation for filing with the Secretary of State. Further enclosed is our check in the amount of \$35.00 as and for the filing fee.

Thank you for your assistance.

Very truly yours,

Beverly A. Donnelly
Beverly A. Donnelly
Legal Assistant

Enclosures

FILED
98 DEC -7 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
12-14-98
CC

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CLOISTERS ON THE BAY, INC.

FILED
98 DEC -7 AM 7:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE IV of the Articles of Incorporation of CLOISTERS ON THE BAY, INC. is amended as follows:

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (\$10,000) Shares of common stock all of one class, having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

2. The Consent to the foregoing amendment, a copy of which is attached hereto and made a part hereof as Exhibit "A" was adopted by the shareholders of this corporation on November 16, 1998.

IN WITNESS WHEREOF, the undersigned as Vice President of the corporation has executed these Articles of Amendment on November 16, 1998.



Edward D. Popkin
Vice President/Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

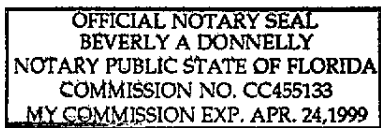
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Edward D. Popkin, as Vice President of the Cloisters on the Bay, Inc., to me known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid, this 16th day of November, 1998.

Beverly A. Donnelly
NOTARY PUBLIC


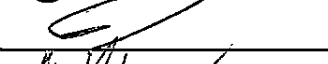
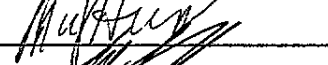

My commission expires:


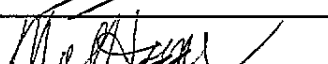
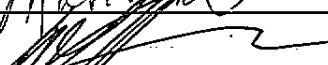
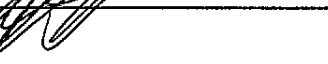
BEVERLY A. DONNELLY



CONSENT TO AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CLOISTERS ON THE BAY, INC.

The undersigned being all of the directors and all of the stockholders of CLOISTERS ON THE BAY, INC. entitled to vote with respect thereto, and in the case of the stockholders, each being the holder of the number and class of shares set forth opposite his/her name below, hereby authorize, adopt and consent to the following amendment to the Articles of Incorporation: The number of shares of stock that the corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) Shares of common stock all of one class, having a par value of One (\$1.00) Dollar per share.

Name of Stockholder	Signature	No. of Shares	Date
Leonard A. Albanese		429	11/16/98
Edward D. Popkin		375	11/16/98
Michael J. Howell		143	11/16/98
Wenford L. Hood		71	11/16/98

Name of Directors:	Signature	No. of Shares	Date
Leonard Albanese		429	11/16/98
Edward D. Popkin		357	11/16/98
Michael J. Howell		143	11/16/98
Wenford L. Hood		71	11/16/98

NOTICE OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
CLOISTERS ON THE BAY, INC.

TO ALL OFFICERS AND DIRECTORS OF CLOISTERS ON THE BAY, INC.

NOTICE is hereby given that a Special Meeting of the
Stockholders and Board of Directors of CLOISTERS ON THE BAY INC.
will be held on November 16, 1998 at the law offices of Popkin &
Shurpin, P. A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431.
Dated: November 16, 1998



Edward D. Popkin
Vice President/Secretary

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
CLOISTERS ON THE BAY, INC.

A special meeting of the officers, directors and stockholders of CLOISTERS ON THE BAY, INC. was held on November 16, 1998 at the law offices of Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431 at 10:00 A.M.

All officers, directors and shareholders were present at the meeting and Leonard A. Albanese as President presided as Chairman of the meeting, and Edward D. Popkin acted as Vice President/Secretary.

The President advised that the purpose of the meeting was to change the number of authorized shares of common stock of the corporation from 1,000 shares to 10,000 shares.

UPON MOTION duly made, seconded and passed, the President and Secretary were authorized to execute all necessary documents to effectuate a change of the shares of common stock of the corporation to Ten Thousand (10,000) Shares having a par value of One (\$1.00) Dollar per share.



Edward D. Popkin,
Vice President/Secretary