

P98000057050

SIMON AND SCHMIDT

ATTORNEYS AT LAW

P. O. BOX 2020

100 NORTHEAST FIFTH AVENUE

DELRAY BEACH, FLORIDA 33483

ERNEST G. SIMON
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WEST PALM BEACH
737-8222

July 9, 1999

DELIVERED VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/12/99-01120-004
*****35.00 *****35.00

Re: BSA Construction Corporation
Document No. P98000057050
My File No. 6688

W99-16326

Dear Ladies and Gentlemen:

Enclosed please find the original Articles of Amendment to the Articles of Incorporation of BSA Construction Corporation. The amendment changes the name of the corporation to BBGE Properties, Inc. My law account check in the amount of \$35.00 is also enclosed for the filing fee.

Please forward us proof of the filing of the amendment.

Sincerely yours,

David W. Schmidt
David W. Schmidt

FILED
99 JUL 30 AM 9:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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July 27, 1999

Ms. Karen Gibson
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

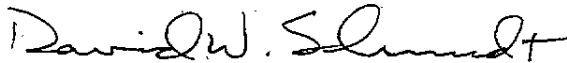
Re: BSA Construction Corporation
Reference No. P 98000057050

Dear Ms. Gibson:

Pursuant to your letter of July 15, 1999, I am enclosing a revised Articles of Amendment to the Articles of Incorporation of BSA Construction Corporation. I am also enclosing a copy of your letter dated July 15, 1999.

Should you require anything further to process this change, please contact.

Sincerely yours,



David W. Schmidt



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

DAVID W. SCHMIDT
SIMON AND SCHMIDT
PO BOX 2020
DELRAY BEACH, FL 33483

SUBJECT: BSA CONSTRUCTION CORPORATION
Ref. Number: P98000057050

We have received your document for BSA CONSTRUCTION CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

IN THE ADOPTION OF A NONPROFIT CORPORATION, MEMBERS ARE REFERRED TO. THE ABOVE CORPORATION IS A PROFIT CORPORATION.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 799A00036502

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BSA CONSTRUCTION CORPORATION

FILED
99 JUL 30 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

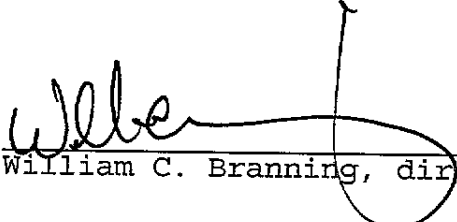
1. Article I of the Articles of Incorporation of BSA
CONSTRUCTION CORPORATION is amended read as follows:

ARTICLE I - NAME

The name of this corporation is BBGE PROPERTIES, INC.

2. The foregoing amendment was adopted by the sole director
of this corporation on July 7, 1999 without shareholder action,
and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned sole director of this
corporation has executed these articles of amendment on July 7,
1999.


William C. Branning, director

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME this day personally appeared WILLIAM C. BRANNING,
director of BSA Construction Corporation, a Florida corporation,
who acknowledged before me that he executed the foregoing
articles of amendment to the articles of incorporation on behalf
of the corporation, and who is personally known to me, and did
take an oath.

WITNESS my hand and official seal in the county and state
last aforesaid this 27 day of July, 1999.



KIMBERLY A. UNKE
COMMISSION # CC600755
EXPIRES NOV 11, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC


NOTARY PUBLIC

Print Name:
State of Florida
My commission expires: