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December 22, 2000

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003512481--L
-12/26/00--01031--008
*****35.00 *****35.00

SUBJECT: ARTICLES OF AMENDMENT OF BW SARASOTA

Enclosed is an original and one (1) copy of Articles of Amendment of BW Sarasota and a check for \$35.00 (filing fee).

FROM: Greg A. Betterton, Esq.
981 Ridgewood Avenue, Ste. 101
Venice, Florida 34292
(941) 488-4422

FILED
DEC 26 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HPR NC
12-26-00

ARTICLES OF AMENDMENT OF
BW SARASOTA, INC.

THE UNDERSIGNED, THOMAS WATERS and KERI A. BATTAGLIA, being the Directors and Shareholders, of BW SARASOTA, INC., do hereby certify that the following Amendment to the Articles of Incorporation of BW SARASOTA, INC. was approved by the Stockholders of said Corporation on the 14th day of November, 2000, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of BW SARASOTA, INC. are hereby amended as follows:

1. Article I is hereby deleted and the following is inserted in lieu thereof:

ARTICLE I - NAME

The name of the Corporation shall be HOMES FOR RENT AMERICA, INC.

2. All amendments included herein were adopted pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote.

4. This Amendment shall be effective upon its filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 22nd day of DECEMBER, 2000.

HOMES FOR RENT AMERICA, INC.

By:  (SEAL)
THOMAS WATERS, Director and Shareholder

By:  (SEAL)
KERI A. BATTAGLIA, Director and Shareholder

FILED
DEC 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

ON THIS 22nd day of December, 2000, before me JANET B. MENT ~~Greg A. Betterton~~ the undersigned notary, personally appeared THOMAS WALTERS and KERI A. BATTAGLIA, known to me, or who produced ~~Thomas~~ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janet B. BeMent
Notary Public

My Commission Expires:

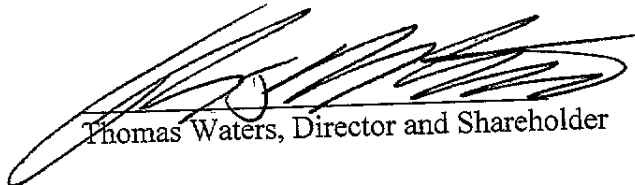


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

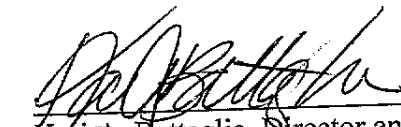
MINUTES OF SPECIAL MEETING

A special meeting of the Directors, Shareholders, of BW SARASOTA, INC. was held effective the 14th day of November, 2000, for the sole purpose of approving a change in name for the Corporation. Effective November 14, 2000, or upon the filing of Articles of Amendment with the Secretary of State, it was approved that the new name of the Corporation would be HOMES FOR RENT AMERICA, INC.

Formal prior notice of the meeting was waived, and in witness whereof, the Directors have hereby executed these Minutes.



Thomas Waters, Director and Shareholder



Keri A. Battaglia, Director and Shareholder
Keri A. KB