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FILED
97 OCT -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 30, 1997

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

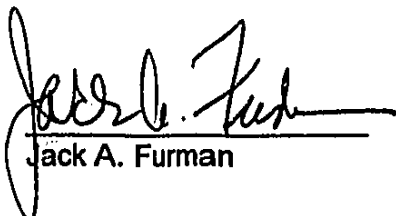
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Re: Bank of North America Real Estate Holdings Inc.
Our File # 97-1316

Dear Sir,

Enclosed please find an Amendment to the Articles of Incorporation of Bank of North America Real Estate Holding Inc. We enclose our check in the amount of \$35 and we enclose an additional copy of the Amendment which I would appreciate your stamping with the date of filing and returned to the undersigned in the enclosed stamped self-addressed envelope.

Very truly yours,


Jack A. Furman

N/C

JAF/dcm

Enclosures

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF BANK OF NORTH AMERICA
REAL ESTATE HOLDINGS INC.**

Pursuant to a written consent of the sole shareholders, BankAtlantic, a Federal Savings Bank, and upon unanimous vote of the Board of Directors of the corporation, an Amendment to the Articles of Bank of North America Real Estate Holdings Inc. was adopted on February 24, 1997. This Amendment amends the Articles of Incorporation filed with the Secretary of State of Florida on February 8, 1991, effective as of February 7, 1991, and amended said articles in the following respect and in the following respect only:

Article I - Name The name and address of the corporation is Heartwood
21 Inc., having its address at 1750 E. Sunrise Blvd., Ft.
Lauderdale, Florida 33304.

Said Amendment was adopted on February 24, 1997.

**BANK OF NORTH AMERICA
REAL ESTATE HOLDINGS INC.**

By: 

Frank V. Grieco, President