



THE UNITED STATES CORPORATION COMPANY

S91072
FILE SECOND

ACCOUNT NO. : 072100000032

REFERENCE : 381311 4320888

AUTHORIZATION : -

COST LIMIT : \$ PPD

99 SEP 22 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : September 21, 1999

ORDER TIME : 4:42 PM

ORDER NO. : 381311-010

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
Livingston Patterson
46 N. Washington Blvd.

Sarasota, FL 34236

800002993238--3
-09/22/99--01013--008
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

~~**FILE SECOND**~~

NAME: VENICE GOLF AND COUNTRY CLUB
REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 22 AM 8:48

RECEIVED

ADP
9/22/99

FILED
99 SEP 22 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VENICE GOLF AND COUNTRY CLUB REALTY, INC.

Pursuant to the provisions of Section 607.1001, of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is VENICE GOLF AND COUNTRY CLUB REALTY, INC.

2. The following amendment to the Articles of Incorporation was adopted by all of the directors and all of the shareholders of the corporation on September 17th, 1999, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

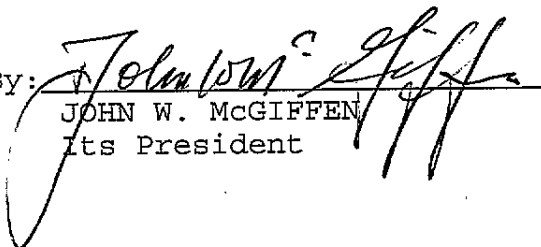
Article I is amended to read as follows:

Article I - Name

The name of the corporation is Gallery of Real Estate, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation at Sarasota, Florida this 17th day of September, 1999.

VENICE GOLF AND COUNTRY CLUB
REALTY, INC., a Florida
corporation

By: 
JOHN W. MCGIFFEN
Its President

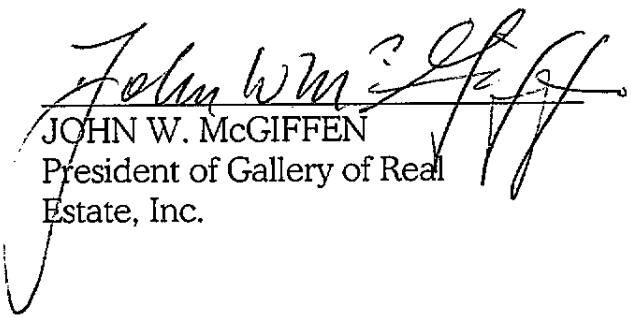
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JOHN W. McGIFFEN, as President of GALLERY OF REAL ESTATE, INC., a Florida corporation, on behalf of said corporation, referred to herein as "Affiant", who being duly sworn, deposes and says:

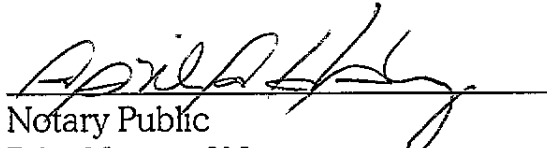
1. Affiant is the President of Gallery of Real Estate, Inc. (the "Corporation")
2. The Corporation has no intention of revoking its dissolution.
3. The Corporation permits the immediate assumption or use of the name by another corporation.
4. This Affidavit is given in connection with the filing by the Corporation of its Articles of Dissolution dated September __, 1999, with the Department of State pursuant to Sections 607.704, 607.1402 and 607.1403 of the Florida Business Corporation Act.
5. This Affidavit is made for the purpose of inducing the Department of State to permit use of the Corporation's name by another corporation immediately after the Articles of Dissolution have been filed pursuant to Section 607.1405(4) of the Florida Business Corporation Act.
4. The Corporation has no intention of revoking its dissolution.

Dated: September 17, 1999


JOHN W. McGIFFEN
President of Gallery of Real
Estate, Inc.

SWORN TO AND SUBSCRIBED before me this 17th day of September, 1999, by JOHN W. McGIFFEN, as President of GALLERY OF REAL ESTATE, INC., a Florida corporation, who is personally known to me or has produced _____
N/A as identification.

APRIL A. HALEY
Notary Public, State of Florida
My Comm. Exp. Oct. 24, 1999
No. CC 505363



Notary Public
Print Name of Notary:

gallery/realist/affidavit.revoke

My Commission Expires: