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ACCOUNT NO. : 072100000032
REFERENCE : 354408 4805939
AUTHORIZATION : Patricia Pyjuts
COST LIMIT : \$ 87.50

ORDER DATE : May 5, 1997
ORDER TIME : 12:45 PM
ORDER NO. : 354408-005
CUSTOMER NO: 4805939

300002165763--7

CUSTOMER: Ms. Janet Eystad
Beggs & Lane
P. O. Box 12950
Pensacola, FL 32501

DOMESTIC AMENDMENT FILING

NAME: SHORELINE REALTY OF
N.W. FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

3/6
John
Name
change
C.C.

FILED
97 MAY -5 PM 3:50
RECEIVED
97 MAY -5 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FILED

97 MAY -5 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF SHORELINE REALTY OF N.W. FLORIDA, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, SHORELINE REALTY OF N.W. FLORIDA, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), does hereby adopt the following Articles of Amendment to its Articles of Incorporation:

(1) Prior to adoption of these Articles of Amendment, the name of the Corporation is SHORELINE REALTY OF N.W. FLORIDA, INC.

(2) The Corporation has duly adopted these Articles of Amendment to its Articles of Incorporation in accordance with the requirements set forth in Chapter 607 of the Florida Statutes.

(3) The text of such amendment is as follows:

RESOLVED, Article I of the original Articles of Incorporation of the Corporation is deleted in its entirety, and is replaced with the following new Article I:

"ARTICLE I

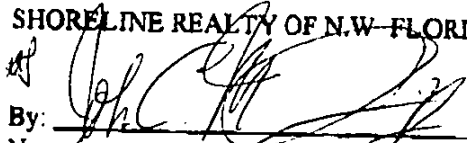
The name of the Corporation shall be STEWART RESORTS REALTY, INC."

(4) The date of adoption of such amendment is May 1, 1997

(5) The foregoing amendment was approved by the shareholders of the Corporation at a special meeting duly held for such purpose. The number of votes cast for the amendment by the shareholders was sufficient for approval

IN WITNESS WHEREOF, the undersigned has made and executed these Articles of Amendment, this ____ day of May, 1997.

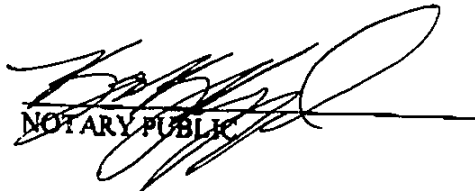
SHORELINE REALTY OF N.W. FLORIDA, INC

By: 
Name: John C. McNamara, II
Title: Chief Executive Officer

STATE OF LOUISIANA
PARISH OF JEFFERSON

Before me, the undersigned notary public, personally appeared JOHN C. McNAMARA, III
(name), the CHIEF EXECUTIVE OFFICER (title) of SHORELINE REALTY OF N.W. FLORIDA,
INC., a Florida corporation, who is personally known to me ~~or who has produced~~
as identification and who did not take an oath, who stated that he executed the
foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me,
according to law, that he made and subscribed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of May,
1997.


NOTARY PUBLIC

My commission expires:

BRIAN B. RIPPEL
NOTARY PUBLIC
Parish of Jefferson, State of Louisiana
My Commission is issued for Life.