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June 12, 1997

Richard J. Rosenbaum

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Bureau of Corporate Records
ATTN: AMENDMENTS & MERGER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Robert W. Segur

General Trial Practice
Personal Injury and Wrongful Death
Criminal Law
Marital and Family
Supreme Court Certified
Family Law Mediator

Re: Articles of Amendment to Articles of Incorporation
Hailes Property Management and Maintenance, Inc.

Dear Sir or Madam:

Enclosed you will find an original and one copy of Articles of Amendment to Articles of Incorporation for Hailes Property Management and Maintenance, Inc. with the appropriate Corporate Minute attached thereto. I have also enclosed my check for \$35.00 and would appreciate your filing this amendment at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,


Richard J. Rosenbaum

RJR/bl
Enclosures

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-06/16/97--01177--006
*****35.00 *****35.00

FILED
97 JUN 16 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 6/20/97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HAILES PROPERTY MANAGEMENT AND MAINTENANCE, INC.**

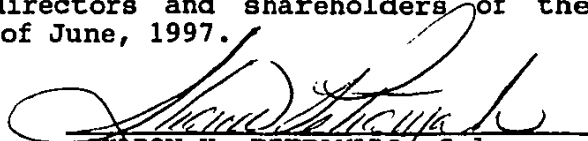
Pursuant to the provisions of Section 607.1006, Florida Statutes, Hailes Property Management and Maintenance, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

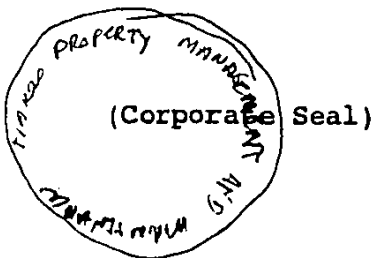
1. Hailes Property Management and Maintenance, Inc. hereby amends its original Articles of Incorporation to change the name of the Corporation from Hailes Property Management and Maintenance, Inc. to Royal Floridian Villas, Inc.

2. This Amendment is adopted on the 12th day of June, 1997, by the Corporation's shareholders and directors.

3. The Corporate Minute wherein this Article of Amendment was adopted is attached hereto.

Signed by all of the directors and shareholders of the Corporation on this 12th day of June, 1997.


SHARON K. PETRAMALA, Sole
Shareholder and Director



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TALLAHASSEE, FLORIDA

**SPECIAL MEETING OF THE SHAREHOLDERS
AND DIRECTORS OF HAILES PROPERTY MANAGEMENT
AND MAINTENANCE, INC.**

The undersigned, being the shareholders and directors of the above Corporation, hereby consent to the following action taken at the above meeting duly called and convened for the purpose of the action herein reflected on the 12th day of June, 1997 at the principal office of the Corporation in the State of Florida, notice and call of the time, place and purpose and attendance of which is hereby waived.


1. Hailes Property Management and Maintenance, Inc. hereby amends its original Articles of Incorporation to change the name of the Corporation from Hailes Property Management and Maintenance, Inc. to Royal Floridian Villas, Inc.

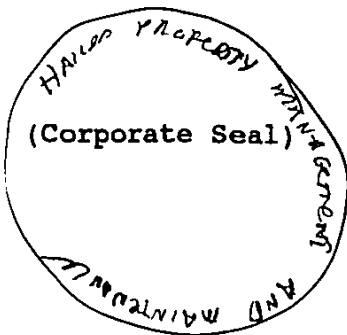
In Witness Whereof, the undersigned have caused this instrument to be executed on the date first above written.


SHARON K. PETRAMALA, Sole

Shareholder and Director

The Secretary of the Corporation hereby certifies the above instrument and files the same with and as the records of the Corporation as of the date first above written.


SHARON K. PETRAMALA



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97 JUN 16 AM 10:00
TALLAHASSEE, FLORIDA