

LAW OFFICES

BECKER & POLIAKOFF, P.A.

5999 Central Avenue, Suite 104
St. Petersburg, Florida 33710

Phone: (727) 345-3420 Fax: (727) 343-3293

FL Toll Free: (800) 535-3318

Internet: <http://www.becker-poliakoff.com>

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Reply To:
Ellen Hirsch de Haan, J.D.
edehaan@becker-poliakoff.com

July 3, 2001

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
Toll Free: (800) 432-7712

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Florida Department of State
Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Articles of Amendment to the Articles of Incorporation of Five Towns
of St. Petersburg, No. 300, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles Amendment to the Articles of
Incorporation of Five Towns of St. Petersburg, No. 300, Inc., and a copy of same to be
to be stamped and returned to this office. Please also find a check in the amount of
\$35.00, your recording fee, and a return envelope for our copy of the document.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,

Ellen Hirsch de Haan

ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

700004477277--3
-07/16/01--01072--001
700004477277--8
-07/16/01--01072--002
*****17.50 *****17.50

01 JUL 13 PM 4: 26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JUL 13 2001

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
FIVE TOWNS OF ST. PETERSBURG, NO. 300, INC.

01 JUL 13 PM 4:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: The amendment of Article VII of the Articles of Incorporation previously recorded with the Secretary of State on February 16, 2001, was not approved by the membership; therefore, the amendment is revoked and replaced by the attached. (See attached)

SECOND: The date of adoption of the amendment was January 8, 2001.

THIRD: Adoption of amendment:

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(SEAL)

FIVE TOWNS OF ST. PETERSBURG,
NO. 300, INC.

BY: 

Robert A. Teter, President

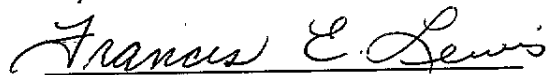
Name Printed: ROBERT A. TETER

DATED May 31, 2001

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared Robert A. Teter, to me known to be the President of Five Towns of St. Petersburg, No. 300, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 31st day of May, 2001.



Notary Public

Printed Name: FRANCES E. LEWIS

My commission expires:



Frances E. Lewis
MY COMMISSION # CC665846 EXPIRES
November 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Adopted amendment to Articles of Incorporation, Article VII, as follows:

VII.

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than five (5) ~~three (3)~~ members, as the same shall be provided for by the By-Laws of the Corporation. . . .

PLEASE NOTE: ADDITIONS ARE INDICATED BY UNDERLINING; DELETED TEXT IS INDICATED BY STRIKE-THROUGH; AND OMITTED TEXT IS INDICATED BY "..."