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PAMELA MILTON ROBB, P.A.

ATTORNEY AND COUNSELOR AT LAW

1311 SOUTH VINELAND ROAD • WINTER GARDEN, FLORIDA 34787
TELEPHONE (407) 654-0464 FAX (407) 656-6163

February 5, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment

Ladies and Gentlemen,

100004889861--2
-02/07/02--01030--004
*****43.75 *****43.75

Please find the enclosed Articles of Amendment to the Articles of Incorporation for Lakeside Place, Inc., to be filed and this firm's check number 4350 in the amount of forty three and 75/100 (\$43.75) dollars for the following fees:

Filing Fee - Amendment of any record	\$35.00
Certified copy	\$ 8.75
Total	\$43.75

FILED
02 FEB -7 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward the requested certified copy in the envelope provided.

Very truly yours,

Carol Everhart

Carol Everhart
Administrative Asst.

*N000000000409
3pgs Amend 2-7-02
Cert Copy em

Articles of Amendment to the
Articles of Incorporation for Lakeside Place, Inc.

Pursuant to the Provisions of Chapter 617, the Undersigned Directors of the Corporation adopt the following Articles of Amendment to its Articles of Incorporation.

First: The name of the Corporation is Lakeside Place, Inc.

Second: The following Amendment to the Articles of Incorporation was adopted by the Corporation.

ADD Article XI General Provision

In the event of a conflict between the terms of these Articles of Incorporation and HUD laws, rules, regulations and the Regulatory Agreement, the terms of the laws, rules, regulations and Regulatory Agreement shall prevail.

Third: The Amendment was adopted by the Board of Directors on the 31st of January, 2002.

Fourth: The Amendment was approved by a majority of the members of the Corporation on the 31st day of January, 2002.

Fifth: Pursuant to Article X of the Articles, this amendment shall not be effective until approved in writing by the Secretary of the Department of Housing and Urban Development.

In Witness Whereof, the undersigned directors have executed these Articles of Amendment this 31st day of January, 2002

Lakeside Place, Inc.

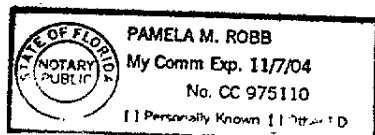
By: Robert Wheeler
Robert Wheeler, Board of
Directors Chairperson

Attest: Lin Wilensky
Lin Wilensky, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LIN WILENSKY to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument on behalf of the corporation, with authority to do so on behalf of the limited partnership and corporation and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.



Lin Wilensky
NOTARY PUBLIC

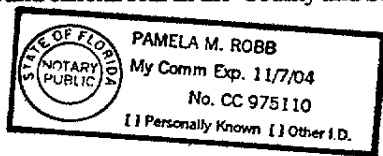
02 FEB - 2 PM 1:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wayne Gardner
Wayne Gardner, treasurer/director

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **WAYNE GARDNER** to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument on behalf of the corporation, with authority to do so on behalf of the limited partnership and corporation and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.



[Signature]
NOTARY PUBLIC

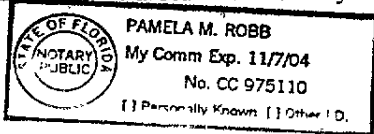
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FEB - 7 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jerry Kassab
Jerry Kassab, director

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JERRY KASSAB** to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument on behalf of the corporation, with authority to do so on behalf of the limited partnership and corporation and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.

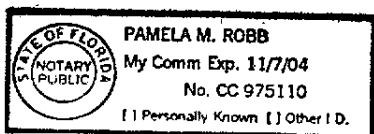


[Signature]
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **ROBERT WHEELER** to me personally known or who produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument on behalf of the corporation, with authority to do so on behalf of the limited partnership and corporation and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.



[Signature]
NOTARY PUBLIC