

No1000008356

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January 9, 2002

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*****43.75 *****43.75

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: 128 PLACE, INC.

Dear Sir/Madam:

Enclosed you will find original and copy of Articles of Amendment for the above corporation. Also enclosed is Boley Centers check No. 099165 in the sum of \$43.75 to cover the following: filing fee, \$35.00; certified copy, \$8.75.

After the Amendment is filed, kindly return the certified copy to the undersigned in the stamped, self-addressed envelope enclosed.

If you need additional information, please contact my office as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

Heidi Horak

Heidi Horak, Esq.

gave authorization to add "no members" statement in #3 of the Doc. 1/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 2:29

HH\cw
Encls.

cc: Gary MacMath

Amend.

V SHEPARD JAN 18 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 17 PM 2: 29

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF

128 Place, Inc.

Document No. 101000008356

The Board of Directors (the "Board") of 128 Place, Inc. (the "Corporation"), pursuant to the provisions of Section 617.1006, Florida Statutes, and at the request of the Department of Housing and Urban Development, hereby adopts the following Articles of Amendment to its Articles of Incorporation.

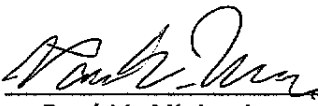
1. The following Article is hereby being added to the Articles by amendment:

ARTICLE XI
General

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

2. This amendment to the Articles was duly adopted by the Board of the Corporation on 12/11/01.
3. This amendment to the Articles was adopted by the Board, and the number of votes cast for the Amendment was sufficient for approval. There are no members entitled to vote on this amendment.

128 Place, Inc., a Florida corporation not for profit

By: 
Name: Paul V. Misiewicz
Title: President