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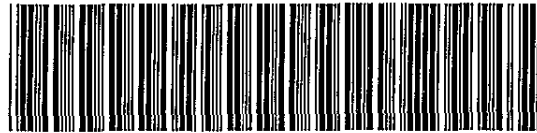
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TALLAHASSEE, FLORIDA

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[Signature]

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

FROM: Linda Patel, Assistant to Christopher C. Cathcart, Esquire

RE: WILLOW RUN HOMEOWNER'S ASSOCIATION, INC.
O&C File No. 1023.001

DATE: February 3, 2004

ENCLOSED: (1) Original and one copy of the Articles of Amendment to the Articles of Incorporation of Willow Run Homeowners Association, Inc.;

(2) This firm's check in the amount of \$35 for the filing fee for same.

These enclosures are forwarded for action indicated by check mark below.

<input type="checkbox"/>	For your file.	<input type="checkbox"/>	Response due.
<input type="checkbox"/>	Signature.	<input checked="" type="checkbox"/>	Other: Please file this Amendment on the records of the Division of Corporations.

COMMENTS: Thank you for your time and attention in this matter.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WILLOW RUN HOMEOWNERS ASSOCIATION, INC.

FILED

04 FEB -5 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This second Amendment to the Articles of Incorporation of the WILLOW RUN HOMEOWNERS' ASSOCIATION, INC. made this 10th day of October, 2003. The Board of Directors, pursuant to Article X of the Articles, and pursuant to a vote of not less than 75% of the entire membership of the Board of Directors and not less than 51% of the votes of the entire membership of the Association, the following amendments have been made to the Articles of Incorporation:

1. Article VII, Restrictive Covenants, is amended to read as follows:

Section 14: Maintenance of Lots. Delete wording of current paragraph 14

Add new paragraphs 14a, 14b and 14c as follows:

14a. Maintenance of land: All plants, shrubs, trees, grass and landscaping on a lot shall be maintained by each lot Owner in a trimmed and neat condition at all times. The Lot must be kept in good condition and repair and in conformity with the general character and quality of association properties. Examples include replacing dead/dying plants and grass, lawn mowing, trimming trees and shrubs (particularly over sidewalks) and cleaning concrete.

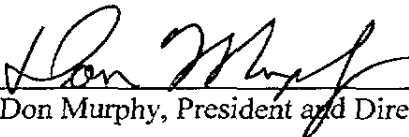
14b. Maintenance of Homes/Structures: Homes and Structures shall be maintained in good condition and repair, including repainting as necessary. Examples include gutters, exterior wood, downspouts, mailboxes, fences, garage doors, masonry walls, front doors.

14c. Changes to Homes/Structures and Lots. Exterior repainting of maintenance that involves no change in color from the current structure may be accomplished without approval of the ARB. Any other redecorating, alteration, repair, or improvement which changes the external

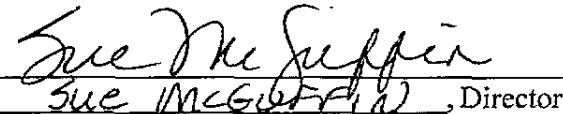
appearance, including color, of a dwelling requires ARB approval in the same manner as new construction. Examples are the replacement of roofs, rain gutters, downspouts, exterior walls or changing windows, doors, walks, drives, parking areas and other exterior portions of the lot.

2. These Articles of Amendment were adopted by the Directors and members of the Willow Run Homeowners' Association, Inc. on or about October 10, 2003 as reflected in the appropriate Written Action Minutes.

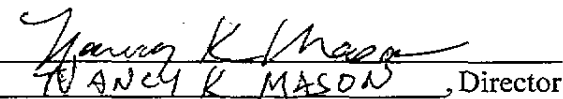
DATED this 10th day of October, 2003.


Don Murphy, President and Director


WILLIAM E. PHELPS, Director


Sue MCGUFFIN, Director

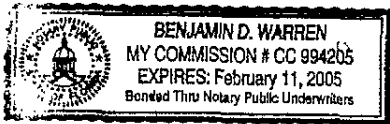

Rhonda Campbell, Director


NANCY K. MASON, Director


FELIX A. SATIKAS, DIRECTOR

STATE OF FLORIDA
COUNTY OF SEMINOLE

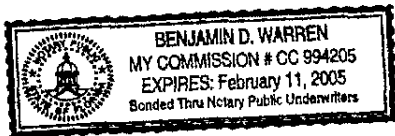
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Don Murphy, as President and Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced Florida Drivers License as identification.



Ben D. Warren
NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared William E. Phelps, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced Military I.D. as identification.

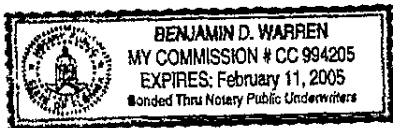


Ben D. Warren
NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared

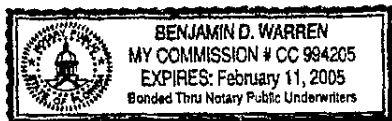
Sue McGuffin, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced U.S. Passport as identification.



Ben D. Warren
NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Rhonda Campbell-Sumney, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced Florida Drivers License as identification.



Ben D. Warren
NOTARY PUBLIC
Print Name: _____
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Nancy R Mason, as Director of WILLOW RUN HOMEOWNERS'

ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced _____ as identification.



NOTARY PUBLIC

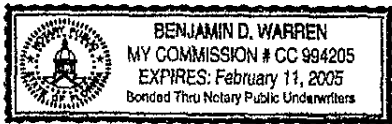
Print Name: _____

Commission No: _____

My Commission Expires: **KAY D. WOLFRUM**



Felix A. Satikas, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced as identification.



Benjamin D. Warren
 NOTARY PUBLIC
 Print Name: _____
 Commission No.: _____
 My Commission Expires: _____

STATE OF FLORIDA
 COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared _____, as Director of WILLOW RUN HOMEOWNERS' ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he/she executed the same for the uses and purposes therein expressed. He/she is personally known to me or has produced as identification.

 NOTARY PUBLIC
 Print Name: _____
 Commission No.: _____
 My Commission Expires: _____

STATE OF FLORIDA
 COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared _____, as Director of WILLOW RUN HOMEOWNERS'