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KAREN O. GAFFNEY

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January 28, 2000

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/31/00--01124--001
*****78.75 *****78.75

RE: The New Inverness Olde Town Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of The New Inverness Olde Town Association, Inc. for filing with your office.

Also, enclosed is our check in the amount of \$78.75 to cover your fee.

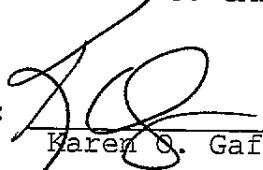
Please return the certified copy and letter of acknowledgement to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P. A.

By:


Karen O. Gaffney

KOG/eve
Enclosures

Called -
Date of execution
is date of
adoption -

Amend
+ N/C

S. PAYNE FEB 10 2000

FILED
00 JAN 31 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION

OF THE NEW INVERNESS OLDE TOWN ASSOCIATION, INC.

The Articles of Incorporation of Inverness Olde Town Association, Inc., are hereby amended by unanimous vote of all members of the corporation which vote is sufficient under the Articles of Incorporation and by affirmative vote of the Board of Directors at a meeting duly constituted wherein the following previously filed with the Secretary of State are amended as follows:

ARTICLE I.

NAME

The name of the corporation is THE NEW INVERNESS OLDE TOWN ASSOCIATION, INC.

ARTICLE I.

PRINCIPAL OFFICE

The address of the corporation's principal office is 207 North Apopka Avenue, Inverness, Florida 34450.

ARTICLE VI.

MANAGEMENT OF CORPORATE AFFAIRS

The corporation is managed by a Board of Directors. The number of directors constituting the Board of Directors is five (5). The names and addresses of the directors are:

SANDRA DIXON 207 N. Apopka Avenue, Inverness, Fl 34450
JOHN CHANNELL 110 W. Main Street, Inverness, Fl 34440
GARY GRAHAM 407 Courthouse Square, Inverness, Fl 34450

WINSTON PERRY P.O. Box 627, OLDE Homosassa, Fl 34487

SANDY SELL 101 West Main Street, Inverness, Fl 34450

The initial directors shall hold office until their successors are elected and qualified as provided by the By-Laws. Thereafter, the term of office of each director shall be three (3) years and until the election and qualification of the successor. The number of directors set forth herein constituting the initial Board of Directors shall be authorized number of directors until such number is changed by a By-Law duly adopted by the directors.

ARTICLE XIII.

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation shall be 207 North Apopka Avenue, Inverness, Florida 34450 and the name of the corporation's registered agent at that address is SANDRA DIXON.

IN WITNESS WHEREOF, I have, the undersigned officer and director of this corporation have executed these Articles of Amendment to the Articles of Incorporation this 25 day of

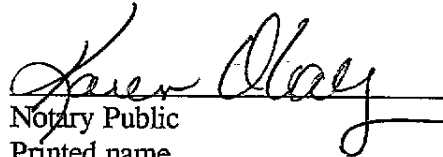
January, 2000.

Sandra Dixon
Sandra Dixon, Treasurer

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this the
25 day of January, 2000, by Sandra Dixon, who is personally
known to me or who did produce _____ as
identification, and who did not take an oath.



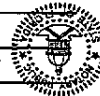
Notary Public

Printed name _____

Commission Expires _____

Commission Number _____

BONDED THRU TROY FAIR INSURANCE, INC.
July 24, 2001
MY COMMISSION # CC660212 EXPIRES



Karen O. Gaffney
MY COMMISSION # CC660212 EXPIRES
July 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - THE NEW INVERNESS OLDE TOWN ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Amended Articles of Incorporation, as City of Inverness, County of Citrus, has named SANDRA DIXON, located at 207 North Apopka Avenue, City of Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Sandra Dixon
SANDRA DIXON
Registered Agent

FILED
00 JAN 31 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA