

N95000004340

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

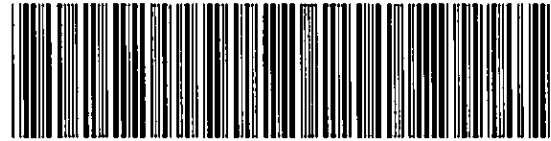
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600317403056

N 95000004340

July 31, 1995

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

900001551739
-08/02/95--01043--007
*****61.25 *****61.25

900001551739
-08/02/95--01043--008
*****61.25 *****61.25

RE: New filing Articles of Incorporation

Dear Sir or madam:

Enclosed please find two checks for a total amount of \$ 122.50 for filing fees
for Affordable Housing Partnership, Inc.

Sincerely,



Ron E. Revales, CPA
For Affordable Housing Partnership, Inc.

Pamela Beaton
1006 Grove St.
Clearwater, Fl.
34617

FILED
95 SEP 12 11:11 AM
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SHARON L. TALA SEP 13 1995

WFS-1562*

Southwind
**MANAGEMENT
SERVICES, INC.**

September 7, 1995

Ms. Sharon Tala
Document Specialist Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

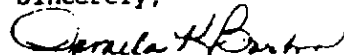
RE: W95000015628

Dear Ms. Tala:

Pursuant to your correspondence and request of August 3, 1995 (copy enclosed), we are returning herewith a document renaming the entity "Affordable Housing Ventures, Inc."

Should you have any questions relative to the enclosed, or if I can be of further assistance, please call.

Sincerely,



Pamela K. Borton
President

cc: Thomas Smith
Kevin Roberts

PKJ/vvb
nyse c:\wp51\doc\south\9-7-95.st



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1995

PAMELA BORTON
1006 GROVE STREET
CLEARWATER, FL 34617

SUBJECT: AFFORDABLE HOUSING PARTNERSHIP, INC.
Ref. Number: W95000015628

We have received your document for AFFORDABLE HOUSING PARTNERSHIP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 595A00036522

100
95 FEB 1 10 56

**ARTICLES OF INCORPORATION
OF
AFFORDABLE HOUSING VENTURES, INC.**

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a Nonprofit Corporation, under the provisions of the Nonprofit Corporation Law of the State of Florida, do agree to the following:

ARTICLE 1. NAME

The name of the Corporation shall be:

**AFFORDABLE HOUSING VENTURES, INC.
(D/B/A AHV, INC.)**

The principal place of business of this corporation shall be:
1006 GROVE STREET, CLEARWATER, FLORIDA 34617

ARTICLE 11. PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Specifically, AHV, Inc. will:

- (1) Engage in activities designed to raise the economic welfare, educational and social levels of under privileged or low and moderate income residents generally throughout the United States of America, but primarily in the State of Florida;
- (2) Stimulate and encourage community economic development in minority, poor or disadvantaged communities by expanding the opportunities for residents of those communities to obtain affordable, low cost housing and to enter into business enterprises designed to improve the social and economic fabric of the low-income community;
- (3) Provide low income housing to low and moderate income area residents through acquisition, construction and or rehabilitation activities;

- (4) Cooperate with other local, state, regional or national groups in the common endeavor to advance community economic development.
- (5) Promote the purpose and effectiveness of community economic development by any and all means consistent with the public interest

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by an Organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 111. POWERS

In furtherance, but not in limitation of the foregoing charitable, educational, literary and scientific purposes, the corporation shall have the following powers:

- (1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or services so acquired for the purposes above mentioned;
- (2) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the corporation;
- (3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures shares or preferred and common stock, and property, real, personal or mixed, tangible or intangible, as the corporation's board of directors shall deem advisable and as may be permitted by law;
- (4) To exercise all other rights and powers conferred upon corporations formed under the Nonprofit Corporation Law of the State of Florida, provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.
- (5) All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and educational purposes in such a manner so that the corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, and as amended.

ARTICLE IV. FORMATION

The Corporation is formed solely for charitable, educational, literary and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable, educational, literary and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any individual.

ARTICLE V. WINDING UP OR DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

ARTICLE VI. RESTRICTIONS

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; and shall not make any investments in such manner as to subject it to tax under section 4942 or 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VII. MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as stated in the bylaws.

ARTICLE V111. MANAGEMENT

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than three. The Board of Directors shall be elected and hold office in accordance with the bylaws. The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are

Pamela K. Borton , Director 1006 Grove Str., Clearwater, FL 34617
Thomas E. Smith, Director 13924 Seventh Str., Dade City, FL 33525
Kevin T. Roberts , Director 13924 Seventh Str., Dade City, FL 33525

ARTICLE 1X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Pamela K. Borton, President 1006 Grove Str., Clearwater, FL 34617
Thomas E. Smith, Executive 13924 Seventh Str., Dade City, FL 33525
Vice-President/Secretary
Kevin T. Roberts, Treasurer 13924 Seventh Str., Dade City, FL 33525

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation and initial registered agent is:

Pamela K. Borton, President 1006 Grove Str., Clearwater, FL 34617

IN WITNESS WHEREOF, we the undersigned, being the persons named above as first directors, have executed these Articles of Incorporation, the 17th day of July, 1995.

BY: *Pamela K. Borton*
Pamela K. Borton, President

BY: *Thomas E. Smith*
Thomas E. Smith, Executive
Vice-President/Secretary

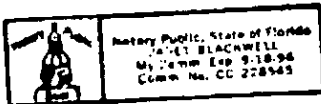
BY: *Kevin T. Roberts*
Kevin T. Roberts, Treasurer

STATE OF FLORIDA)
HILLSBOROUGH/ SS
PASCO COUNTY)
PINELLAS COUNTY

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: Pamela Borton, Thomas Smith, and Kevin Roberts, the persons whose names subscribed to the within instrument, and acknowledged to me that they executed these Articles of Incorporation.

WITNESS my hand and seal this 17th day of July, 1995.

My commission expires:



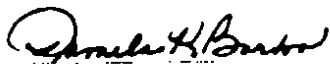
Janet Blackwell

NOTARY PUBLIC

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 17th day of July, 1995.

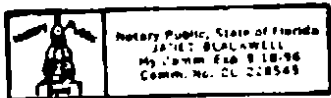

Pamela K. Borton
(Registered Agent)
1006 Grove Str.,
Clearwater, FL

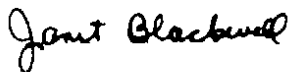
95 SEP 12
11:11 AM '95
CLEARWATER, FL

STATE OF FLORIDA)
HILLSBOROUGH/ SS
PASCO COUNTY)
PINELLAS COUNTY

The foregoing instrument was acknowledged before me this 10th day of July, 1995

My commission expires:





NOTARY PUBLIC

N 95000004340

JANUARY 11, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
GALLAHUSSEE, FL 32314

95 FEB 11 11:51 AM '96

RE: FILING FEES - AMENDMENT OF ARTICLES OF INCORPORATION
AFFORDABLE HOUSING VENTURES, INC.

DEAR SIR/MADAM:

Attached please find check (#188) 1/10/96 \$ 87.50 for FILING FEES (AMENDMENT #1 OF ARTICLES OF INCORPORATION) FOR AFFORDABLE HOUSING VENTURES, INC.

PLEASE RETURN CERTIFIED COPY TO:

AFFORDABLE HOUSING VENTURES
C/O PAMELA K. BORDON
1006 GROVE ST.
CLEARWATER, FL 34617

AMENDMENT #1

Amend
of Art. 12.

YOUR IMMEDIATE RESPONSE WILL BE APPRECIATED
SINCERELY, P. BORDON



General Home
Development Corporation

MAR 05 1996

March 5, 1996

Florida Department of State
Ms. Karen Gibson
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Affordable Housing Ventures, Inc.
Reference Number N95000004340

Dear Ms. Gibson,

Attached is another signed and notarized copy of the Articles of Amendment for Affordable Housing Ventures. Apparently the last copy was lost in the mail somewhere between our two offices. I would appreciate it if you could record this amendment immediately and forward the certified copy to:

Pamela Borton
1006 Grove Street
Clearwater, Florida 34617

Sincerely,

Thomas E. Smith

TES/jkb

Enclosure

Main Office: 13924 7th Street Dade City, FL 33525

Phone: (904) 567-6581

Fax: (904) 567-6742



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FEB 12 1996

February 8, 1996

AFFORDABLE HOUSING VENTURES
C/O PAMELA U. BORTON
1006 GROVE ST.
CLEARWATER, FL 34617

SUBJECT: AFFORDABLE HOUSING VENTURES, INC.
Ref. Number: N95000004340

We have received your document for AFFORDABLE HOUSING VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are **NO MEMBERS ENTITLED TO VOTE** on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 696A00005524

AFFORDABLE HOUSING VENTURES, INC.

A NONPROFIT CORPORATION

ARTICLES OF AMENDMENT

Affordable Housing Ventures, Inc. (the Corporation) filed its original Articles of Incorporation with the Florida Department of State on July 12, 1995.

The Corporation now wishes to amend its Articles of Incorporation. For this reason this Article of Amendment was adopted by the Corporation's Board of Directors at a regular meeting with a quorum present which was held on December 22, 1995. This meeting of the board of directors met the requirements of both the Articles of Incorporation and the bylaws.

The membership of the organization has approved this Article of Amendment at a meeting held on December 27, 1995. The meeting of the membership met the requirements of both the Articles of Incorporation and the bylaws.

The Articles of Incorporation of Affordable Housing Ventures, Inc. are hereby amended as follows:

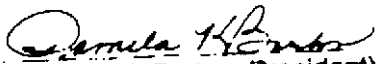
1. **Article V. of the Articles of Incorporation is hereby replaced. The new Article V. reads as follows:**

ARTICLE V.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

AFFORDABLE HOUSING VENTURES, INC.

IN WITNESS WHEREOF, we the undersigned hereby execute this Article of Amendment.

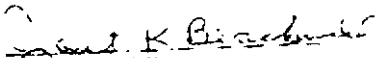
BY: 
(Pamela K. Borton, President)

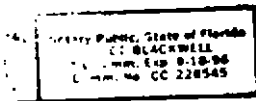
Attest:

 (SEAL)
(Thomas Smith, Secretary)

STATE OF FLORIDA
SS))
COUNTY OF PASCO

On February 12, 1996, before me, the undersigned, a Notary Public in and for said County and State, personally appeared, Thomas Smith (who is either known personally to me or who produced a valid Florida drivers license) who signed this instrument in my presence.


Notary Public
My commission expires:



STATE OF FLORIDA
SS))
COUNTY OF PINELLAS

On February 12, 1996, before me, the undersigned, a Notary Public in and for said County and State, personally appeared, Pamela Borton (who is either known personally to me or who produced a valid Florida drivers license) who signed this instrument in my presence.

TINA E. BROOKS
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires: 03 20 22 9
Notary Public
My commission expires:



N9500004340

CAPITAL CONNECTION, INC.

417 E. ... St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

AM
P.F.G. 12
3

RE: Affordable financing
ventures for

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Restatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		

97 MAR 7 11:25 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR -7 AM 9:52
DIVISION OF CORPORATIONS

RECEIVED

RECEIVED

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AMP</u>	_____	_____	_____

WALK-IN 3/5/11
We Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Paid 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1997

Corrected

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: AFFORDABLE HOUSING VENTURES, INC.
Ref. Number: N95000004340

We have received your document for AFFORDABLE HOUSING VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 197A00012390

19970311
97 MAR 12 AM 8:42
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: AFFORDABLE HOUSING VENTURES, INC.
Ref. Number: N95000004340

corrected

We have received your document for AFFORDABLE HOUSING VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00011837

97 MAR 11 PM 1:54
RECEIVED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

**AFFORDABLE HOUSING VENTURES, INC.
A NONPROFIT CORPORATION**

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

ARTICLE I NAME

The name of the Corporation shall be:

AFFORDABLE HOUSING VENTURES, INC.

The principal place of business of this corporation shall be:
37837 MERIDIAN AVE. , SUITE 311, DADE CITY, FLORIDA 33525

ARTICLE VIII. MANAGEMENT

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than three. The Board of Directors shall be elected and hold office in accordance with the bylaws. The corporation will maintain at least one third of it's governing board's membership for residents of low-income neighborhoods, other low-income community residents, or elected representatives of low-income neighborhood organizations. The name and address of the persons who are to serve as directors for 1997 are as follows:

Morris Penix, Director	13834 Wilson St., Dade City, FL 33525
Kyle Peterson, Director	13451 15th St., Dade City, FL 33525
Raymond Earl Sturwold, Director	37837 Meridian Ave. Suite 311, Dade City, FL 33526
Linda Dillon, Director	36815 Perry Court, Dade City, FL 33525
Stephen P. Smith, Director	37540 Martin Luther King Blvd. Apt. C Dade City, FL 33525
Siege Ward, Director	13107 Leisurewood Place Apt. C , Tampa, FL 33612

FILED
APR - 7 AM 10:25
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Paul Wiggins, Director 200 Central Ave Suite 2000, St. Petersburg, FL 33701
Gloria Jackson, Director 2405 44th Street South, St. Petersburg, FL 33711
Gretchen Avila, Director 2635 Dartmouth Ave. North, St. Petersburg, FL 33713

ARTICLE IX. OFFICERS

The names and addresses of the officers of the corporation who shall hold office for 1997 or until their successors are elected or appointed are:

Steve Ward, President 13107 Leisurewood Place Apt. C, Tampa, FL 33612
Stephen P. Smith, Vice President 37540 Martin Luther King Blvd. Apt. C Dade City, FL 33525
Linda Dillon, Secretary 36815 Perry Ct., Dade City, FL 33525
Raymond Earl Sturwold, Treasurer 37837 Meridian Ave. Suite 311, Dade City, FL 33525

ARTICLE X. INCORPORATOR/REGISTERED AGENT

The name and street address of the incorporator to these Articles of Incorporation and the 1997 registered agent is:

Pamela K. Borton, Incorporator 1006 Grove Street, Clearwater, FL 34617
Thomas C. Little, Registered Agent 2123 NE Coachman Road, Suite A,
Clearwater, FL 34625

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 15th day of January, 1997. The vote was unanimous by the Board of Directors and sufficient for approval.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 15th day of January, 1997. The vote was unanimous by the members of the corporation and sufficient for approval.

Dated March 7, 1997

AFFORDABLE HOUSING VENTURES, INC.

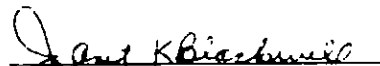
By Stephen P. Smith
Vice President

By Linda Dillon
Secretary

STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned authority, personally appeared Steve Smith, Vice President and Linda Dillon, Secretary, to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to the law, that he made and subscribed the same for the purposes therein mentioned and set forth

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of March, 1997.


Notary Public

My commission expires:

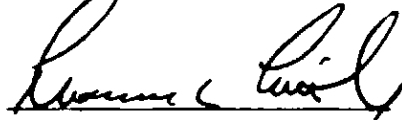


OFFICIAL SEAL
Janet K. Blackwell
My Commission Expires 9/18/2000
Commission #CC 578638

ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 30 day of March, 1997.



(Registered Agent)

FILED
97 MAR -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
HILLSBOROUGH/ SS
PINELAS COUNTY)
PINELLAS COUNTY

The foregoing instrument was acknowledged before me this 3rd day of March, 1997.

My commission expires:

TINA L. BROOKS
NOTARY PUBLIC STATE OF FLORIDA
My Com. Expires 12/31/1997
Commission # 120228