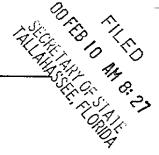
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PHIPPS VENTURES, INC.



February 9, 2000

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

500003131675---0 -02/10/00---01102--009 *****35.00 *****35.00

Re: Las Brisas Homeowners' Association of Franklin County, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of Articles of Amendment to the Articles of Incorporation of Las Brisas Homeowners' Association of Franklin County, Inc. Also enclosed is a check in the amount of \$35 for the filing fee.

Please call if you have any questions.

Very truly yours,

Phipps Ventures, Inc.

David E. Wilder

/kr

Enclosures

Amend

V. SHEPARD FEB 2 1 2000

V. SHEPARD FEB 2 1 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF LAS BRISAS HOMEOWNERS' ASSOCIATION OF FRANKLIN COUNTY, INC.



Pursuant to the provisions of Chapter 607, Florida Statutes, LAS BRISAS HOMEOWNERS' ASSOCIATION OF FRANKLIN COUNTY, INC. (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

The name of the Corporation is: Las Brisas Homeowners' Association of

Franklin County, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation: ARTICLE IV is deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE IV . .

The manner of election of directors shall be as set forth in the bylaws of the corporation."

THIRD: This amendment was adopted by the members of the Corporation on February 1, 2000 and the number of votes cast for the amendment was sufficient for approval, in accordance with Section 617.1006, Florida Statutes.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to its Articles of Incorporation to be executed by its duly appointed officer, this day of February, 2000.

LAS BRISAS HOMEOWNERS' ASSOCIATION OF

FRANKLIN COUNTY, INC.

Dennis O. Boyle, President