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October 11, 2002

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*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

N98000003531

Re: Articles of Amendment of Crystal River Country Estates
Association, Inc.

Dear Sirs:

400008428454--
-10/17/02-01058-026
*****43.75 *****43.75

Attached please find the original Articles of Amendment of Crystal River Country Estates Association, Inc., together with a check in the amount of \$43.75 for the filing fee and one (1) certified copy.

Please review and file the Articles of Amendment of Crystal River Country Estates. Upon filing please forward a copy to my office. Thank you for your prompt attention to this matter.

Traci/Clark Stillwell's Sec.

Very truly yours,

AUTHORIZATION BY PHONE TO

CORRECT Name of Corp. (delete 1st)

DATE 10/21/02

BY DC

CAS/tr

Enclosure

C:\OFFICE\WPWIN\WPDOCS\CRCEST\STATE.LTR

BRANNEN, STILLWELL & PERRIN, P.A.

Clark A. Stillwell

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT 17 PM 4:28

Name Change
10/21/02
DC

FILED
SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
2002 OCT 17 PM 4:28

**ARTICLES OF AMENDMENT
OF
CRYSTAL RIVER COUNTRY ESTATES ASSOCIATION INC
(A Florida Not-For-Profit Corporation)**

Pursuant to a majority vote of the members of the CRYSTAL RIVER COUNTRY ESTATES ASSOCIATION, INC. taken on September 8, 2002 bi-annual membership meeting, and as authorized by the Articles of Incorporation and F.S. 617.1002 after notice of the members entitled to vote on said amendment did so on the dated stated, did hereby amend its Articles of Incorporation as follows:

ARTICLE I

The name of the corporation shall be amended to:

CRYSTAL RIVER COUNTRY ESTATES ASSOCIATION SOUTH, INC.

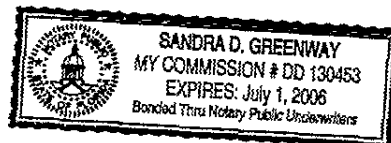
Effective upon the foregoing amendment being accepted and approved by the Secretary of State of the State of Florida, the Articles of Incorporation of the corporation shall be amended to include Article I set forth above.

The foregoing amendment was adopted in writing by the members of the corporation on September 8, 2002 at the biannual meeting.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Secretary of this corporation have executed these Articles of Amendment this 9th day of October, 2002, *nunc pro tunc* to September 8, 2002.


HAROLD GREENWAY
Chairman of the Board/President


JEANNE McINTOSH
Secretary



STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on this 9th day of October, 2002, by HAROLD GREENWAY, Chairman of the Board/President, who is personally known by me/produced a drivers license and who did take an oath.



Terrie Lee Hammonds
MY COMMISSION # DD056217 EXPIRES
July 13, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Terrie Lee Hammonds
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on this 9 day of September, 2002, by JEANNE McINTOSH, Secretary, who is personally known by me/produced a drivers license and who did take an oath.

Sandra D. Greenway
NOTARY PUBLIC



SANDRA D. GREENWAY
MY COMMISSION # DD 130453
EXPIRES: July 1, 2006
Bonded Thru Notary Public Underwriters