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Harvey R. Klein
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January 2, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Bradford Development of Ocala, Inc.
Bradford Builders of Ocala, Inc.

Gentlemen:

Enclosed are the following items pertaining to the above:

1. Articles of Amendment to Articles of Incorporation of Bradford Development of Ocala, Inc., changing its name to Bradford Properties of Ocala, Inc.
2. Articles of Amendment to Articles of Incorporation of Bradford Builders of Ocala, Inc. changing its name to Bradford Development of Ocala, Inc.
3. Two checks each in the sum of \$35.00 representing the required filing fees.

Please file the above amendments in the order presented and send your acknowledgements to me in care of this office.

Thank you for your assistance.

Very truly yours,


H. RANDOLPH KLEIN

HRK/kp
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

BRADFORD DEVELOPMENT OF OCALA, INC.

At a duly constituted meeting attended by all of the shareholders of BRADFORD DEVELOPMENT OF OCALA, INC., a Florida corporation, (there being no directors) held on December 21, 2000, the following Amendment to its Articles of Incorporation was unanimously adopted:

ARTICLE I. - NAME

The name of this corporation is:

BRADFORD PROPERTIES OF OCALA, INC.

DATED this 27th day of December, 2000.

BRADFORD DEVELOPMENT OF OCALA, INC.

By: Brad Dinkins

Brad Dinkins, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27th day of December, 2000, by Brad Dinkins, President of BRADFORD DEVELOPMENT OF OCALA, INC., a Florida corporation, who is personally known to me or who produced _____ as identification.



Laura E. Decker

Notary Public, State of Florida

My Commission Expires: 12/19/03

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01 JAN -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA