

July 20, 2001

Amendment Section
Division of Corporations
POB 6327
Tallahassee, FL 32314

RE: Kingsley Center Realty, Inc.
Document # 579692

500004495215--3
-07/25/01--01044--001
****280.00 ****35.00

Dear Sir:

We wish to amend "Article VIII-Initial Directors and Incorporator" as follows:

A. An amendment was adopted and approved June 1, 2001 to remove Denise Jenson as the registered agent, effective August 1, 2001. Thomas P. Morgan will become the registered agent.

Denise Jenson has resigned as president, effective August 1, 2001.
Donna Walls has resigned as director, secretary, vice president and Treasurer, effective August 1, 2001.
Don Guy has resigned as director, effective August 1, 2001.

We wish to amend "Article IX Transfer of Shares" to read as follows:

The stock will be distributed as follows:
Thomas P. Morgan 100%

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-07/25/01--01044--001
****280.00 ****35.00

Enclosed is our check for \$280.00: \$35.00 Articles of Amendment, \$35 Registered Agent Designation, \$87.50 Registered agent Resignation, \$70.00 Resignation of Two (2) Officer/Director, \$52.50 for certified copy of the amendment.

If you have any questions please call 1/800/725-0557 or 904/264-0508. Thank you.

Sincerely,

Donna Walls

Donna Walls

encl.

CLERK OF STATE
TALLAHASSEE, FLORIDA

01 JUL 25 PM 1:54

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579692
3rd Amend
7-25-01
*Out copies

43.75 fw

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION.
OF
KINGSLEY CENTER REALTY, INC/DOCUMENT # 579692**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: We wish to amend "Article VIII" Directors
as follows:

A. An amendment was adopted and approved June 1, 2001 to remove Denise Jenson as registered agent. Thomas P. Morgan will become the registered agent.

Donna Walls will resign as director, VP, treasurer and secretary.
Don Guy will resign as director.

SECOND: We wish to amend "Article IX-Transfer of Shares" as follows:

Thomas P. Morgan 100%

THIRD: The date of each amendments; adoption is July 20, 2001.

FOURTH: The amendments were approved by the Shareholders, Don Guy, Denise Jenson, and Donna Walls.

Signed the 20th day of July, 2001

Signature Denise Jenson
Denise Jenson/President

Signature Don Guy
Don Guy/ Director

Signature Donna Walls
Donna Walls/Director/VP/Treasurer/Sec

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

July 20, 2001

The board of directors of Kingsley Center Realty, Inc. held a meeting today at 1279 Kingsley Avenue, Suite 109, Orange Park, Florida. The following items were adopted at this meeting:

1. An amendment was adopted to remove Denise Jenson as the registered agent, effective August 1, 2001. The new agent will be Thomas P. Morgan

Thomas P. Morgan
4361 Saddlehorn Trail
Middleburg, FL 32068

2. Thomas P. Morgan will hold the title of President effective August 1, 2001.

3. Don Guy has resigned as director effective August 1, 2001.

4. Donna Walls has resigned as director, VP, treasurer, secretary, effective August 1, 2001.

5. Denise Jenson has resigned as president effective August 1, 2001.

6. Stock distribution will be as follows:

Thomas P. Morgan 100%

Donna Walls
Donna Walls/Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA