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WALDEN LAKE
Homes & Townhouses, Inc.
REALTORS

July 19, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State

Division of Corporations

To Whom it may concern:

Please accept and file the enclosed Articles of Amendment and return two(2) certified copies Plus a Certificate of Status (1) in the enclosed self-addressed/stamped mailer.

If there are any questions please call : FRANK SWEENEY, Manager

1-800-735-2089 (8:30a.m. to 5:p.m.)

Return address and phone numbers are on the bottom of this letter.

Thanks for your assistance and attention to this.

Frank GAVE
AUTHORIZATION BY PHONE TO
CORRECT EE Date
DATE 7-26-99
DOC. EXAM DVS

Frank Sweeney
Frank Sweeney, Manager

Check: 35 Filing fee
8.75 Cert of STATUS
17.50 2 certified copies
61.25 enclosed

NC
7-26-99
DVS

THE VILLAGE AT WALDEN LAKE
1701 South Alexander Street, Suite 104
Plant City, Florida 33567

(813) 752-2087, 1-800-735-2089

Fax 7220

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
WALDEN LAKE HOMES & TOWNHOUSES, INC.

WALDEN LAKE HOMES & TOWNHOUSES, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 1 in its entirety and by substituting, in lieu thereof, the following:

Article 1

Corporate Name

The name of this corporation is "WALDEN LAKE REALTY, INC."

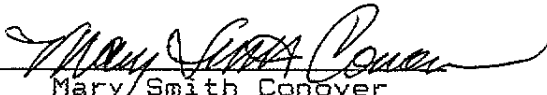
2. The foregoing amendment shall become effective as of July 21st, 1999 provided these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, in accordance with the corporation laws of the state of Florida..

3. The amendment, recited in section 1 above has been duly adopted in accordance with the provisions of paragraph 607.0821,.0704, and .1003, Florida statues, all shareholders and directors having executed a written statement, dated May 15, 1999, manifesting their intentions that the amendment be adopted,, also according to Section 607.0120 and 607.0123 Florida Statutes.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this 15th day of June, 1999.

WALDEN LAKE REALTY, INC.

By:


Mary Smith Conover
President