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Attorneys at Law

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00 OCT 27 PM 1:10  
CLIFFORD R. RHOADES, P.A.  
TALLAHASSEE, FLORIDA

Clifford R. Rhoades  
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Reply Address: 227 North Ridgewood Drive • Sebring, FL 33870-7204

11 East Main Street • Avon Park, FL 33825-3942

October 25, 2000

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Pinecrest on Lotela, Inc.  
Our File Number 340-00

To whom it may concern:

I enclose the original and one (1) copy of the Restated Articles of Incorporation of the above new corporation for filing and a check for filing same. Please proceed to file same and return a filed, date stamped, certified copy to the undersigned in the envelope provided for same.

If you have any questions, please call. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

*Pamela D. Taylor*  
Pamela D. Taylor

PDT/klw  
Enclosures - as stated above

Restated  
11-6-00  
PDT

**RESTATED  
ARTICLES OF INCORPORATION OF  
PINECREST ON LOTELA, INC.**

**FILED**  
00 OCT 27 PM 1:10  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, the undersigned hereby amend the Articles of Incorporation by restating the same as follows:

1. NAME. The name of the corporation is PINECREST ON LOTELA, INC.
2. NATURE OF BUSINESS. The corporation may engage in any activity or business permitted under the laws of the United States or this state, or both.
3. CAPITAL STOCK. The corporation is authorized to issue Three Hundred (300) shares of common stock with a par value of One Thousand Dollars (\$1,000.00) per share. The Board of Directors may sell authorized but unissued stock, provided that no shareholder shall own more than one share. If the corporation acquires its own shares, such shares belong to the corporation and shall constitute treasury shares until disposed of or canceled by the corporation.
4. TERM. The corporation shall exist perpetually.
5. LOCATION OF REGISTERED OFFICE and IDENTIFICATION OF REGISTERED AGENT. The Corporation's registered office is 227 North Ridgewood Drive, Sebring, Florida 33870. The name and address of the Corporation's registered agent is Clifford R. Rhoades, Esquire, 227 North Ridgewood Drive, Sebring, Florida 33870.
6. DIRECTORS. The Corporation shall have a Board of Directors presently seven in number, as determined in the By-Laws.
7. BYLAWS. The corporation presently has By-Laws. Such By-Laws may be amended by the shareholders at any annual or special meeting thereof by a majority vote of the shareholders present at such meeting.

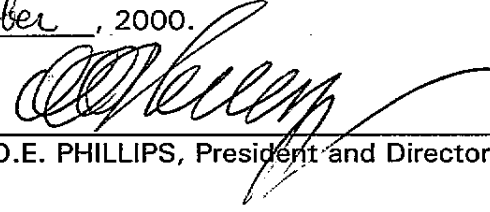
8. These Restated Articles of Incorporation of Pinecrest on Lotela, Inc. shall be effective upon filing.

9. These Restated Articles of Incorporation of Pinecrest on Lotela, Inc. do not require shareholder approval and the Board of Directors adopted the Restatement.

**CERTIFICATE PURSUANT TO FLORIDA STATUTES 607.1007**

- A. The Corporation's name is Pinecrest on Lotela, Inc.
- B. This Restatement does not contain any amendments to the Articles requiring shareholder approval and the Board of Directors has adopted the Restatement.
- C. As no shareholder approval is required for this Restatement, the information required by Florida Statutes 607.1006 is not necessary.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Restated Articles of Incorporation this 11<sup>th</sup> day of October, 2000.

  
O.E. PHILLIPS, President and Director

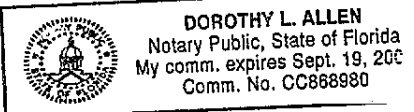
STATE OF FLORIDA  
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared O.E. Phillips, President and Director, who is personally known to me ☒ or who has produced \_\_\_\_\_ as identification, who did not take an oath, and who executed the foregoing Restated Articles of Incorporation, and he acknowledged before me that he executed those Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 11<sup>th</sup> day of October, 2000.

  
Notary Public

My Commission Expires: 9/19/03

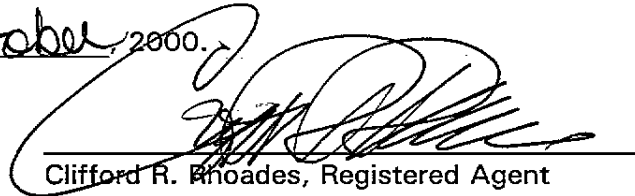


**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Restated Articles of Incorporation,

I hereby accept the appointment as Registered Agent of Pinecrest on Lotela, Inc. and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 13<sup>th</sup> day of October, 2000.

  
Clifford R. Rhoades, Registered Agent