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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) *Amend*
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

RECEIVED
MAR 29 PM 3:44
DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

- Walk in Pick up time Certificate of Incorporation
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *ASR*

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
00 MAR 29 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GEORGIA BELLE APARTMENTS, INC.
(Present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED ADDED OR DELETED.)

Article III, Membership of the Corporation : is hereby repealed in its entirety and the following is substituted therefor:

ARTICLE III
MEMBER OF THE CORPORATION

The sole Member of the Corporation shall be Westminster Retirement Communities, Inc., a Florida not for profit Corporation.

SECOND: The date of adoption of the amendment was: July 16, 1999 adopted by the members of the corporation with the number of votes cast for the amendment sufficient for approval.

THIRD: Adoption of Amendment: The amendment was adopted by the Board of Directors on October 8, 1999 and the number of votes cast for the amendment was sufficient for approval.

Georgia Belle Apartments, Inc.
Corporation Name

Donna M. Smaage
Signature of Chairman, Vice Chairman, President or other officer

Donna M. Smaage
Typed or printed name

Assistant Corporate Secretary
Title

March 28, 2000
Date