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April 10, 1997

Secretary of the State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/16/97--01062--004
*****35.00 *****35.00

Re: Community Housing Partnership of Collier County, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation for filing with the Secretary of the State of Florida.

I have enclosed our firm's check made payable to the Secretary of the State in the amount of \$35.00 for the filing fees.

Please acknowledge said filing by returning a filed copy of same to me in the enclosed self-addressed, stamped envelope.

If you should have any questions, please do not hesitate to call our toll free number. Thank you for your assistance in this matter.

Very truly yours,

Stuart A. Thompson

SAT/csg
Enclosures

NAPLES/61413 01

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMMUNITY HOUSING PARTNERSHIP OF COLLIER COUNTY, INC.**

We the undersigned, being the President and Secretary of Community Housing Partnership of Collier County, Inc., a Florida non-profit corporation, hereby certify that the following amendments to the Articles of Incorporation were duly adopted by the Board of Directors at a meeting duly held by them on the 28th day of March, 1997. These Articles of Amendment do not contain any amendments requiring member approval.

Article VI is amended to read:

"The Corporation shall have seven (7) Directors. The number of Directors may increase or decrease from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3)."

The second "Article VII" is renumbered to read "Article VIII."

Article XII is amended to read:

"The names and addresses of the persons who are appointed to act in the capacity of Director until the election of their successors at the Annual Meeting are:

David C. Schimmel
6075 Golden Gate Parkway
Naples, Florida 34116

Vanessa Fitz
6075 Golden Gate Parkway
Naples, Florida 34116

Barbara June Goodwin
2706 Horseshoe Drive South
Naples, Florida 34104

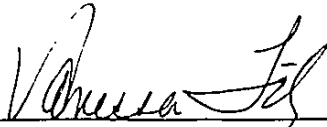
Shaun Kelly
801 Anchor Rode Drive
Naples, Florida 34103

James E. Kirk
791 Harbour Drive
Naples, Florida 34103

Elizabeth Perez
201 North First Street
Immokalee, Florida 33934

Joan Huff
782 93rd Avenue North
Naples, Florida 34108"

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this
28th day of March, 1997.


Vanessa Fitz, President


Barbara June Goodwin, Secretary

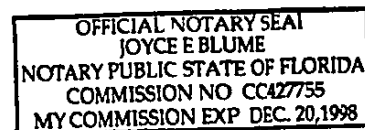
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Vanessa Fitz, as President of Community Housing Partnership of Collier County, Inc., who are personally known to me, and known by me to be the persons who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of March, 1997.

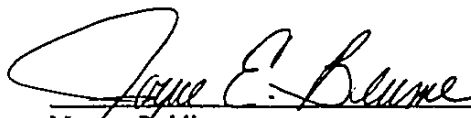

Notary Public

STATE OF FLORIDA
COUNTY OF COLLIER



BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Barbara June Goodwin, as Secretary of Community Housing Partnership of Collier County, Inc., who are personally known to me, and known by me to be the persons who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of March, 1997.


Notary Public

