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FILED  
JUL 28 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F82440

July 23, 1998

† ALSO ADMITTED IN DISTRICT OF COLUMBIA  
\* ALSO ADMITTED IN FLORIDA  
‡ ALSO ADMITTED IN CALIFORNIA

Department of State  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/28/98-01037-006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Gulf Towers of Indian Rocks Beach, Inc.

Gentlemen:

Please file the enclosed Articles of Amendment to Articles of Incorporation of Gulf Towers of Indian Rocks Beach, Inc.

We have enclosed our check in the amount of \$35.00 to cover the filing fee.

When the above Articles has been filed, please forward the filing receipt to our office in the enclosed envelope.

Very truly yours,

LIPSITZ, GREEN, FAHRINGER,  
ROLL, SALISBURY & CAMBRIA LLP

*Mark L. Stulmaker*

Mark L. Stulmaker

VS JUL 30 1998

MLS/dek  
Enclosures  
File #13004.0013

*Amend.*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GULF TOWERS OF INDIAN ROCKS BEACH, INC.

FILED  
98 JUL 28 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is Gulf Towers of Indian Rocks Beach, Inc.
2. Article FOURTH of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

"FOURTH: This corporation is authorized to issue five thousand (5,000) shares of common stock having a par value of ten cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation."

3. Following the effective date of the foregoing amendment, the authorized stock of the corporation shall no longer be divided into Voting Preferred shares and Non-Voting Common shares. Each issued and outstanding share of the Voting Preferred stock of the corporation, which is the sole class of issued stock, shall be exchanged for one share of the Common Stock, each share of which shall have full voting privileges and powers.

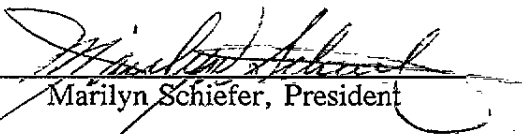
4. The foregoing amendment was recommended by the Board of Directors of the corporation and was adopted unanimously by all shareholders entitled to vote thereon under Section 607.1004, Florida Statutes (1997), and all of the members of the Board of Directors of the corporation on June 16, 1998, by written consent, pursuant to Section 607.1003, Florida Statutes (1997). The holders of the Voting Preferred shares of the corporation, the only class of issued shares of the corporation, constitute the only voting group entitled to vote separately

on the amendment. The number of votes cast for the amendment by the shareholders in such voting group was sufficient for approval by that voting group.

5. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 26 day of June, 1998.

GULF TOWERS OF INDIAN ROCKS BEACH, INC.

By:   
Marilyn Schiefer, President

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