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May 28, 1998

FILED  
98 JUN -1 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-06/01/98--01136--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: FLAMBOROUGH GROUP, INC.

Gentlemen:

I am herewith enclosing an original and a copy of Articles of Amendment to Articles of Incorporation changing Article III of the original Articles for the above-referenced corporation.

Enclosed find our check in the amount of \$35.00, representing the filing fee.

Please file the original of the enclosed Articles of Amendment and return the proof of filing copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*Thomas E. Moorey*  
Thomas E. Moorey

bd  
Enclosures

AM  
DGB  
6-9

**ARTICLES OF AMENDMENT**

1. The following provisions of the Articles of Incorporation of **FLAMBOROUGH GROUP, INC.**, a Florida corporation, filed in Tallahassee on June 30, 1987 be and they hereby are amended in the following particulars:

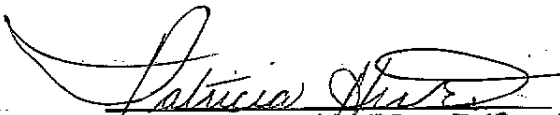
ARTICLE III: PURPOSE, be and it hereby is amended to  
read as follows:

"The Corporation may only engage in the business of owning and operating the Pinnacle Woods Apartment Complex, Lee County, Florida. This Corporation is a single asset entity and may not own other property other than the Pinnacle Woods Apartment Complex located in Lee County, Florida, and personal property incidental to the operation of the complex."

2. The foregoing amendment was adopted by the Board of Directors of the corporation on the eighteenth day of May, 1998, by unanimous consent. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 25<sup>th</sup> day of MAY, 1998.

  
**JOHN DeWAARD**  
President

  
**PATRICIA HUTTEN**  
Secretary

COUNTRY OF CANADA  
PROVINCE OF Ontario

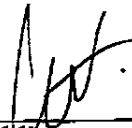
BEFORE ME, the undersigned authority, personally appeared **JOHN DeWAARD**, President, and **PATRICIA HUTTEN**, Secretary, of **FLAMBOROUGH GROUP, INC.**,

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a Florida corporation, personally known to me to be the persons who executed the foregoing Articles of Amendment, or who have produced Their Driver's Licence & Passports as identification, and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of May, 1998.

<sup>Does Not</sup>  
My Commission Expires

  
\_\_\_\_\_  
Notary Public