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P.O. Box 2019  
Crystal River, FL 34423-2019

August 4, 1998

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

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-08/06/98--01084--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Sweetwater Homes of Citrus, INC.

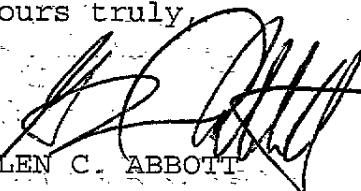
To Whom It May Concern:

Please file the enclosed Articles of Amendment to Articles of Incorporation of Sweetwater Homes of Citrus, Inc. and send us a certified copy of the Articles after filing.

We have enclosed our client's check in the amount of \$87.50 for filing and other fees.

Thank you.

Yours truly,

  
GLEN C. ABBOTT

GCA/nc  
Enc.

**FILED**  
98 AUG -6 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend.*  
*8-10-98*  
*CC*

FILED  
98 AUG -6 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

SWEETWATER HOMES OF CITRUS, INC.

PURSUANT to the provisions of Section 607.1006, Florida Statutes, this Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

We, the undersigned, being the President and Secretary of SWEETWATER HOMES OF CITRUS, INC., a Florida corporation, hereby certify that the following Amendment to Articles of Incorporation was unanimously adopted by the Shareholders and Directors of the corporation at a special meeting held on 5/12, 1998.

FIRST:

ARTICLE IV

SECTION 4.3 "Approval of Shareholders Required for Merger" is amended to read as follows:

"The approval of seventy-five percent (75%) of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law"

SECTION 4.6 "Authorized Ownership" is amended to read as follows:

"No one shareholder, including lineal relatives and members of his immediate family, may own, control or vote, except by written proxy, more than five hundred (500) shares of the outstanding shares of the corporation. The minimum number of shares to be owned by any single shareholder is ten (10) shares."

SECOND:

ARTICLE VI

SECTION 6.1 "Number" is amended to read as follows:

This corporation shall consist of at least two (2) directors initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one (1).

Seventy (70%) of the members of the Board of Directors must be shareholders.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, STEVE PONTICOS, as President and WAYNE BRUNSINK, as Secretary, have hereunto set their hands on this 12 day of MAY, 1998.

SWEETWATER HOMES OF CITRUS, INC.

BY   
STEVE PONTICOS, President

ATTEST:

  
WAYNE BRUNSINK, Secretary

"CORPORATE SEAL"