



THE UNITED STATES
CORPORATION
COMPANY

L99000004663

ACCOUNT NO. : 072100000032

REFERENCE : 871239 4732152

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 55.00

ORDER DATE : October 20, 2000

ORDER TIME : 2:46 PM

ORDER NO. : 871239-005

CUSTOMER NO: 4732152

200003434882--9

CUSTOMER: Winfield A. Gartner, Esq
Gartner Brock & Simon
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC AMENDMENT FILING

NAME: LAKESHORE FLA INVESTMENTS,
LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight

EXT: 1156

EXAMINER'S INITIALS:

JB
10-20-00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

00 OCT 20 PM 3:14

NOT RECORDED
NO ACKNOWLEDGE
OFFICE OF FILING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 20 PM 4:16

APPROVED
AND
FILED

AMENDMENT TO ARTICLES OF ORGANIZATION
OF
LAKESHORE FLA INVESTMENTS, LLC

The Articles of Organization of LAKESHORE FLA INVESTMENTS, LLC, are hereby amended as follows:

Articles 5 is hereby amended to read "The names and addresses of the Managers are as follows:

Gus Sankers
6900 Southpoint Drive, North
Suite 250
Jacksonville, Florida 32216

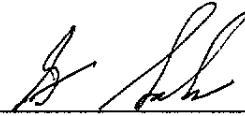
Victor Fransen
8221 Old Courthouse Road
Suite 204
Vienna, Virginia 22182 "

This Amendment was adopted by all of the Members on May 15, 2000.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the limited liability company this 15 day of May, 2000.

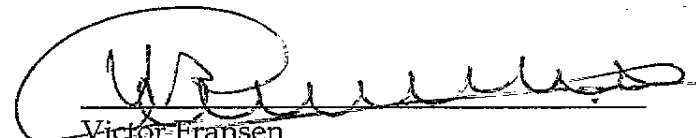
WITHDRAWING MANAGER:

Hyland and Realty Investment, Inc.

By: 
Gus Sankers, President

NEW MANAGERS:


Gus Sankers


Victor Fransen

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA