

A FLORIDA LIMITED LIABILITY PARTNERSHIP

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
HERITAGE HARBOUR MERCHANTS ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1002 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is HERITAGE HARBOUR MERCHANTS ASSOCIATION, INC.

2. The following Amendment to the Articles of Incorporation to change the name of the corporation was adopted by all of the Directors and all members of the Corporation entitled to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 22ND day of January, 2001, in the manner prescribed by Section 617.1002 of the Florida Not For Profit Corporation Act:

a. Article I of the Articles of Incorporation is amended to change the name of the corporation as follows:

ARTICLE I

The name of this corporation is HERITAGE HARBOUR MARKET PLACE ASSOCIATION, INC., a not for profit corporation (the "Market Place Association").

3. The foregoing Amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby effective immediately upon this filing.

FILED
OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB - 8 AM 10:37

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 22nd day of JANUARY, 2001.

HERITAGE HARBOUR MERCHANTS
ASSOCIATION, INC.

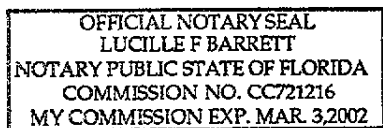
By: [Signature]
James E. Curry, President

And By: [Signature]
Brian Sabeau, Secretary

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared James E. Curry, President of Heritage Harbour Merchants Association, Inc. known to me to be the person described or who produced _____ as identification, and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 22 day of January, 2001.



[Signature]
Lucille F. Barrett, Notary Public
My Commission Expires: MAR 3, 2002
My Commission No. Is: CC 721216