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March 23, 2001

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*****35.00 *****35.00

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

Re: Articles of Amendment to Articles of
Incorporation of Sanctum Neighborhoods,
Inc.
Check for \$35.00

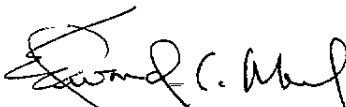
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Mrs. Jan Rose-Witt

FILED
01 MAR 26 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 3/29
amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
SANCTUM NEIGHBORHOODS, INC.
A Nonprofit Corporation

The Articles of Incorporation of this corporation are amended as follows:

1. Article IV is deleted in its entirety and the following Article IV inserted in its place:

"ARTICLE IV

Upon the liquidation or dissolution of the corporation, assets remaining after provision for liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose."

2. The effective date of this amendment shall be on filing.

3. This amendment was adopted and approved unanimously by the directors and by the members entitled to vote of this corporation by written consents in lieu of a meeting adopted on the 19th day of March, 2001.

Attest:

SANCTUM NEIGHBORHOODS, INC.

Jan Rose-Witt
Secretary

By Jan Rose-Witt
Its President

(Corporate Seal)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 26 AM 10:48

FILED