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September 21, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

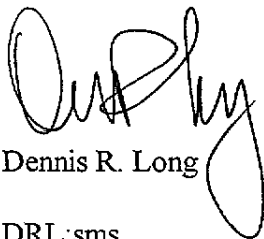
Re: **PALM HARBOR COMMUNITY SERVICES AGENCY, INC.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Amendment of the above-named corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Please return a date-stamped copy to me.

Thank you very much for your cooperation in this matter.

Very truly yours,



Dennis R. Long

DRL:sms
Enclosures

S-C:CORPPHCSALTR

FILED
98 SEP 23 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AMEND
REC
9/29

ARTICLES OF AMENDMENT
OF
PALM HARBOR COMMUNITY SERVICES AGENCY, INC.
Florida Non-Profit Corporation

FILED
98 SEP 23 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the PALM HARBOR COMMUNITY SERVICES AGENCY, INC., are hereby amended as follows:

1. The first paragraph of Article VI of the Articles of Incorporation of this corporation is hereby amended to read as follows:

ARTICLE VI

No part of the revenues or earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons; and the corporation shall not pay compensation for services rendered to the corporation by its officers or directors, provided that the officers or directors may be reimbursed for reasonable expenses as provided by law.

2. Article VIII of the Articles of Incorporation of this corporation is hereby amended in its entirety to read as follows:

ARTICLE VIII

The corporation shall not have members.

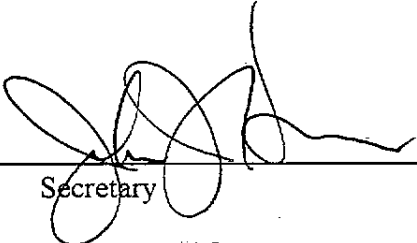
3. Article XII of the Articles of Incorporation of this corporation is hereby amended in its entirety to read as follows:

ARTICLE XII

Amendments to these Articles of Incorporation may be adopted by a resolution adopted by a majority of the Board of Directors after 25 days' written notice to the Directors.

4. The foregoing amendments were adopted by the members of this corporation on the 12th day of AUGUST, 1998.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of this corporation have executed these Articles of Amendment this 12th day of AUGUST, 1998.



Secretary

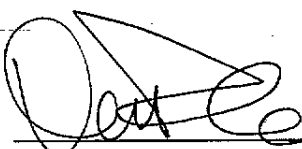


Chairman

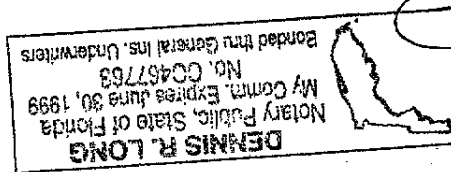
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared J. Stephen Putnam and John Downs, known to me to the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed these Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of AUGUST, 1998.



Notary Public
My commission expires:



RESOLUTION

WHEREAS, the Board of Directors of the PALM HARBOR COMMUNITY SERVICES AGENCY, INC., has declared it advisable that Articles VI, VIII and XII of the Articles of Incorporation of this Corporation be changed, amended, and altered, as hereinafter set forth, and

WHEREAS, the members of the PALM HARBOR COMMUNITY SERVICES AGENCY, INC. do hereby approve of the said proposed amendments,

RESOLVED, That the first paragraph of Article VI of the Articles of Incorporation of this Corporation be amended, changed, and altered so as to read as follows:

"No part of the revenues or earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons; and the corporation shall not pay compensation for services rendered to the corporation by its officers or directors, provided that the officers or directors may be reimbursed for reasonable expenses as provided by law."

RESOLVED, That Article VIII of the Articles of Incorporation of this Corporation be amended, changed, and altered so as to read as follows:

"The corporation shall not have members."

RESOLVED, That Article XII of the Articles of Incorporation of this Corporation be amended, changed, and altered so as to read as follows:

"Amendments to these Articles of Incorporation may be adopted by a resolution adopted by a majority of the Board of Directors after 25 days' written notice to the Directors."

RESOLVED, That the Chairman and Secretary of this Corporation are hereby authorized and directed to make, execute and acknowledge this Resolution and the Articles of Amendments under the corporate seal of this Corporation, and to cause same to be filed and/or recorded in the manner required by law.

IN WITNESS WHEREOF, the Chairman and Secretary of this Corporation have hereunto executed this Resolution on this 12th day of AUGUST, 1998.

Secretary

Chairman