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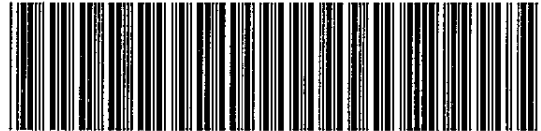
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2/18/03

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ACCOUNT NO. : 072100000032

REFERENCE : 934179 82866A

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pajot

ORDER DATE : February 18, 2003

ORDER TIME : 9:54 AM

ORDER NO. : 934179-005

CUSTOMER NO: 82866A

CUSTOMER: Mr. Craig B. Hill
Clark, Campbell & Mawhinney,
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

DOMESTIC AMENDMENT FILING

NAME: WILLOW RUN HOMEOWNERS
ASSOCIATION OF LAKE LAND, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147
EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
WILLOW RUN HOMEOWNERS ASSOCIATION OF LAKELAND, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
03 FEB 18 PM 4:32
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article VIII, Members, is amended and restated as follows:

Membership in the Association shall be determined as follows: All owners of any lot in the Willow Run Subdivision who have consented to membership in the Association pursuant to the First Amendment to Declaration of Covenants, Restrictions, Limitations and Conditions ("First Amendment"), which has been or will be recorded in the Public Records of Polk County, Florida ("Public Records"), or who consent to membership in the Association pursuant to any document recorded in the Public Records subsequent to the recording of the First Amendment, and their successors in title and assigns shall be members of the Association. If any lot has more than one owner, then all owners of said lot shall be members of the Association; however, only one membership fee shall be required per said lot. All members shall be bound by the provisions of the Articles of Incorporation, the Bylaws of the Association, and the Declaration of Covenants, Restrictions, Limitations and Conditions as recorded in O.R. Book 1869, Page 2051, Public Records of Polk County, Florida, as it may be amended from time to time (hereinafter referred to as the "Declaration"), and shall further be required to pay all membership fees as directed by the Association, as well as pay any assessment that may be directed by the Declaration or the Association.

SECOND: These Articles of Amendment were adopted on the 13th day of February, 2003.

THIRD: These Articles of Amendment were adopted by the members and the number of votes cast for amendment was sufficient for approval.

WILLOW RUN HOMEOWNERS ASSOCIATION OF
LAKELAND, INC., a Florida not for profit corporation

By: Patrick Russell

Patrick Russell, its President

Date: 2/13/03