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Parrish, White, Lawhon & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
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September 9, 2000

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00-SEP 12 AM 10:30

Re: *Amendments: Vista Gardens II, Ltd.; Vista Gardens Holding Co.*

Dear Sir or Madam:

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-09/12/00--01065--004
*****43.75 *****43.75

Attached please find the following documents with respect to the above-referenced entities:

1. With respect to Vista Gardens Holding Co.:
 - a. Original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Vista Gardens Holding Co. (Name Change Amendment); and
 - b. Our firm's check in the amount of \$43.75, representing the cost of the filing fee and one (1) certified copy of the Amendment; and
2. With respect to Vista Gardens II, Ltd.:
 - a. Original and one (1) copy of Certificate of Amendment to the Certificate of Limited Partnership of Vista Gardens II, Ltd.; and
 - b. Our firm's check in the amount of \$61.25, representing the cost of the filing fee and a Certificate of Status for the limited partnership.

Please forward any correspondence and/or inquiries to:

Parrish, White, Lawhon & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

N/C

V. SHEPARD SEP 25 2000

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.

Michael G. Moore

Enclosures as stated
cc: John T. Magocs

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VISTA GARDENS HOLDING CO.
(A Florida Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 12 AM 10:31

FIRST: The name of the corporation is Vista Gardens Holding Co.

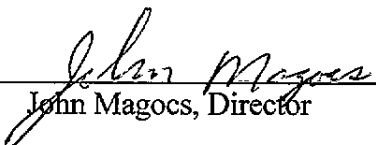
SECOND: The following amendment to the Articles of Incorporation were adopted:

“The name of the corporation shall be changed to Sunnyland
Garden Apartments Holding Co.”

THIRD: The foregoing amendment was adopted on August 16, 2000.

FOURTH: The amendment was adopted by the board of directors without shareholder action.
Shareholder action was not required with respect to this name change amendment.

Approved by:


John Magocs, Director

Dated: 9/7/00