

P 000000038476

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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 TALLAHASSEE FLORIDA
 STATE

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NEW FILINGS

- Profit
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 Limited Liability
 Domestication
 Other

*Amend
 12-19-00
 BHS*

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CONQUISTADOR PLAZA, INC.

FILED
00 DEC 15 PM 4:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above named corporation (the "Corporation") filed with the Department of State on the 17th day of April, 2000, and assigned Charter Number P00000038476 are hereby amended pursuant to the provisions of section 607.1006., Florida Statutes, and this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

a) The following Article is amended:

ARTICLE III PURPOSES:

The purpose for which the corporation is formed and the business to be carried on and the objectives to be effected by it are:

Section 1. (a) To create a private corporation to construct or to acquire housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return, and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (e) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge or other lien, in furtherance of any or all of the objects of its business in connection with said project.

b) The following article is added:

ARTICLE XI POWERS

Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article III, Purposes above, and necessary or incidental to the accomplishments of said purposes.

Section 2. The corporation, specifically and particularly, shall have the power to and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development

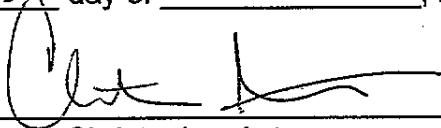
SECOND: The date of each amendment's adoption: 12/13/00

THIRD: Adoption of amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

SIGNED this 13th day of Dec., 2000.

SIGNATURE: _____


Christopher Astrom
President and Secretary