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ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

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(City, State, Zip)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

LOFTON POINTE, INC.

These Articles of Amendment are filed pursuant to Section 607.1006, Florida Statutes, to reflect an amendment to the Articles of Incorporation of LOFTON POINTE, INC., and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of LOFTON POINTE, INC., and upon authority of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is LOFTON POINTE, INC.
2. The Articles of Incorporation of LOFTON POINTE, INC. are hereby amended by deleting Article III in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE III - Capital Stock


The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$0.01 per share."

3. In accordance with Florida Statutes Section 607.1003, the referred to Amendment was adopted by the Board of Directors on June 6, 2001, and written consent to the Amendment was given on June 6, 2001, by all of the stockholders comprising the only voting group in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment to the Articles of Incorporation by the Florida Department of State, the above referred to amendment shall become effective and the Articles of

Incorporation of Lofton Pointe, Inc. shall be deemed to be amended accordingly.

DATED this 6 day of June, 2001.



Harry R. Trevett, President