

P01000032354

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RICHARD W. PRINGLE

FACSIMILE
941/334-1069

April 17, 2001

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

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

Dear Sir or Madam:

Enclosed are articles of amendment to the articles of incorporation for Heritage Land Company of S.W. FL., Inc. The articles of amendment are solely for the purpose of changing the corporate name. All of the provisions of the original articles of incorporation are readopted.

I am also enclosing a check for \$35.00 which represents the filing fee for the articles of amendment. Finally, I am enclosing a copy of the articles of amendment and request that you date stamp same and return them to me.

If further action is required on my part, please advise.

Best Regards,

Richard W. Pringle

RWP/rg
2001070

Enclosures: as stated herein

FILED
01 APR 23 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 1, 2001

VIA TELECOPIER

Ms. Thelma Lewis
Department of State Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

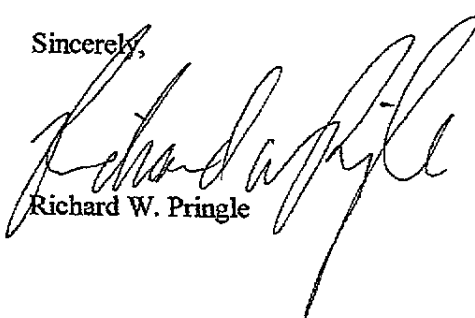
RE: ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF HERITAGE LAND COMPANY OF S.W. FL., INC.-DOCUMENT
NUMBER: P01000032354

Dear Ms. Lewis:

Please accept this correspondence as a confirmation of our phone conference earlier today. As we discussed, there were not any shares issued for Heritage Land Company of S.W. FL., Inc. at the time the articles of amendment of the articles of incorporation were executed by Donna Kane. As a result, shareholder approval of the articles of amendment of the articles of incorporation to change the name of the corporation was not required.

As we discussed, you are authorized to take whatever action is necessary to make note of the fact that shareholder approval was not required because stock had not been issued in the corporation at the time the articles of amendment were executed. If any other action is required on my part regarding this matter, please advise.

Sincerely,


Richard W. Pringle

RWP/rg
2001070

P.S. I would greatly appreciate you faxing me a copy of the filed articles of amendment if at all possible.

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HERITAGE LAND COMPANY OF S.W. FL., INC.

FILED
01 APR 23 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole director and being the president, secretary, and treasurer of Heritage Land Company of S.W. FL., Inc., hereby amends said corporation's articles of incorporation originally filed March 26, 2001, document number P01000032354, under the laws of the State of Florida.

ARTICLE I AMENDMENT OF NAME

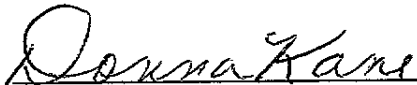
Article I of the original articles of incorporation is amended to read as follows:

The name of the corporation is HERITAGE LAND CO.

ARTICLE II OTHER ORIGINAL ARTICLES

In all other respects, the original articles of incorporation, whose document number is P01000032354, shall remain the same and is hereby readopted and ratified in full.

The above stated amendment to the articles of incorporation is adopted by the sole director, president, secretary, and treasurer this 12th day of April, 2001, and shall take affect upon adoption. In witness whereof, the undersigned, Donna Kane has hereunto set her hand as sole director, president, secretary and treasurer this 12th day of April, 2001. Shareholder approval was not required to file the Articles of Amendment.


Donna Kane, sole director and president,
secretary and treasurer of Heritage Land
Company of S.W. FL., Inc.

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 12th day of April, 2001, by
Donna Kane, who is personally known to me, or has produced _____
as identification and who did not take an oath.

Notary

Printed Name of Notary