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THE PARK APARTMENTS OF SOUTHWEST FLORIDA, INC.

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE PARK APARTMENTS OF SOUTHWEST FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, The Park Apartments of Southwest Florida, Inc., a Florida for profit corporation formed under the Florida Business Corporation Act (hereinafter "Corporation"), by and through its undersigned President or Director, hereby adopts the following amendments to its Articles of Incorporation originally filed with the State of Florida on April 4, 2007:

FIRST: Article III shall be amended to read as follows (language that has been stricken is lined through):

ARTICLE III

~~The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.~~

The aggregate number of total shares authorized to be issued by the Corporation is Ten Thousand (10,000) to be divided between Non-Voting Common Stock and Voting Common Stock, as follows:

A. Non-Voting Common Stock. The aggregate number of non-voting shares that the Corporation is authorized to issue is Nine Thousand Nine Hundred (9,900) shares of Non-Voting Common Stock, and the par value of each such share shall be One Cent (\$.01). Par value shall have no effect on the Corporation's capital structure.

Except as expressly limited by the Florida Business Corporation Act Chapter 607 of the Florida Statutes, said shares shall have no voting rights in the Company. All other rights conferred with respect to distributions (actual, constructive or otherwise), dividends or liquidation proceeds shall be the same as Voting Common Stock.

B. Voting Common Stock. The aggregate number of voting shares that the Corporation is authorized to issue is One Hundred (100) shares of Voting Common Stock, and the par value of each such share shall be One Cent (\$.01). Par value shall have no effect on the Corporation's capital structure.

SECOND: The following provisions for implementing the above amendment have been adopted by the shareholders, directors and officers of the Corporation:

A. Each Shareholder of the Corporation (hereinafter referred to individually as "Exchanging Shareholder") shall surrender all outstanding shares of common stock owned by Exchanging Shareholder ("previously held shares") to the Corporation in exchange for Voting Common Stock and Non-Voting Common Stock. The number of shares of Voting Common Stock and Non-Voting Common Stock issued to the Exchanging Shareholder shall be based on the percentage of previously held shares owned by Exchanging Shareholder to the total number of outstanding shares of the Corporation.

B. No additional consideration shall be paid by the Exchanging Shareholder for the exchange of previously held shares for newly issued Voting Common Stock and Non-Voting Common Stock. Further, no redemption of shares shall be deemed to have occurred as a result of the exchange of shares by the Exchanging Shareholder.

C. Upon exchange of the previously held shares of common stock by the Exchanging Shareholder, the Exchanging Shareholder shall be entitled to a certificate signed by the President or a Vice President and the Secretary or an Assistant Secretary except that such signatures may be facsimiles if such certificate is manually signed on behalf of the transfer agent or registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer at the date of its issuance. Upon each such certificate shall appear such legend or legends as may be required by law or by any contract or agreement to which the Corporation is a party. No certificate shall be valid without such signatures and legends as are required hereby.

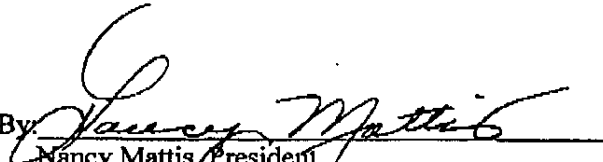
D. The Corporation, or its transfer agent, shall register a transfer of a stock certificate on the books of the Corporation, issue a new certificate(s) for the Voting Common Stock and Non-Voting Common Stock and cancel the old certificate(s). Notwithstanding the foregoing, no such transfer shall be effected by the Corporation, or its transfer agent, if such transfer is prohibited by law, by the Articles of Incorporation or a Bylaw of

the Corporation or by any contract or agreement to which the Corporation is a party.

THIRD: The date of the adoption of the foregoing Amendment and Plan for Reorganization of the Corporation, as set forth above, was January 1, 2008.

FOURTH: The adoption of the foregoing amendment and plan for reorganization of the Corporation, as set forth above, was approved by a unanimous vote of the Shareholders, Directors and Officers of the Corporation.

NOW, THEREFORE, the undersigned President and Director, on behalf of all Shareholders, Directors and Officers of the Corporation has executed these Amended Articles of Incorporation as of the January 1, 2008.

By: 
Nancy Mattis, President