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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/16/00--01075--012

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

Re: Palms of Manasota, Inc. Articles of Amendment

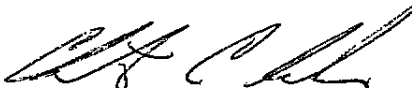
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for Palms of Manasota, Inc. Also enclosed is our check in the amount of \$35.00 to cover your processing fee.

Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY & MACKEY & HALL, P.A.



Christopher C. Sanders

CCS

Encls.

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3-28-00
PMS

RECEIVED
DEPT OF STATE
TALLAHASSEE, FLORIDA

00 MAR 16 AM 8:32

FILED

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PALMS OF MANASOTA, INC.**

FILED
00 MAR 16 AM 8:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

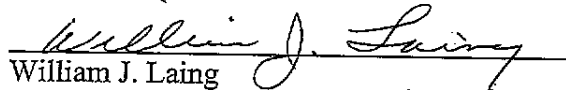
I, the undersigned, being the president and sole shareholder of Palms of Manasota, Inc., a Florida corporation, hereby certify that the following Amendment was unanimously adopted by the Shareholder of the corporation by unanimous written consent dated the 28th day of January, 2000.

The existing ARTICLE V is deleted in its entirety and amended to read as follows:

"The business of the corporation shall be managed by a Board of Directors consisting of up to five (5) directors."

In all other respects, the Articles of Incorporation shall remain as they were prior to the adoption of this Amendment.

IN WITNESS WHEREOF, I hereby set my hand and seal this 28th day of January, 2000.


William J. Laing
President and Sole Shareholder

(Corporate Seal)