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P93000062503

December 18, 2001

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

200004738752--5
-12/26/01--01053--009
*****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.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

Dianne Lee Hall

Dianne L. Hall

DLH/jep

Encls.

cc: Peter J. Mackey

E. John Dorr

FILED
01 DEC 26 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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3 Amend 12-26-01
aw

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

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 December 20, 2001.

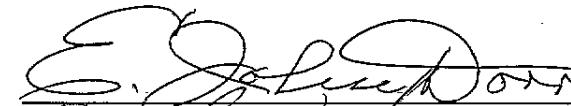
The existing ARTICLE V is deleted in its entirety and amended to read as follows:

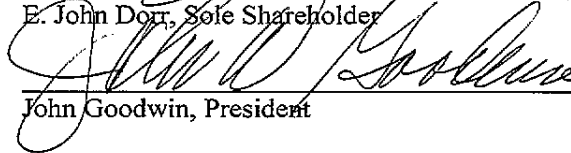
“The business of the corporation shall be managed by a Board of Directors consisting of up to three (3) directors.”

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 20th day of December, 2001.

(Corporate Seal)


E. John Dorr, Sole Shareholder


John Goodwin, President


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS OF
PALMS OF MANASOTA, INC.**

The undersigned, being the sole shareholder of Palms of Manasota, Inc., a Florida corporation (the "corporation"), by unanimous written consent pursuant to the Florida Business Corporation Act, and without the formality of convening a meeting, does hereby take the following action:

RESOLVED, that Article V of the Articles of Incorporation shall be deleted in its entirety and amended to provide for the election of a board of directors consisting of up to three (3) directors to manage the business of the corporation. A copy of the Articles of Amendment are attached as Exhibit "A".

DATED: Dec. 20, 2001



E. John Dorr, as Sole Shareholder of
Palms of Manasota, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA