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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

SUB ACCOUNT NO.: 39553.99048

NAME: PARK AVENUE APARTMENT HOLDINGS, INC.

AUDIT NUMBER.....H98000013502

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

98 JUL 22 PM 4:04

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07-22-98

DC

07/21/98 TUE 17:00 FAX

JOHNSON BLAKELY

001

((H98000013502 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 07666002140

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ENTER SELECTION AND <CR>:

RECEIVED
98 JUL 22 AM 8:50
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1998

PARK AVENUE APARTMENT HOLDINGS, INC.
1737 ROBINHOOD LANE
CLEARWATER, FL 33764

SUBJECT: PARK AVENUE APARTMENT HOLDINGS, INC.
REF: P95000055564

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption is incomplete.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000013502
Letter Number: 098A00038726

H98000013502 3

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PARK AVENUE APARTMENT HOLDINGS, INC.

FILED
98 JUL 22 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the President and Secretary of PARK AVENUE APARTMENT HOLDINGS, INC. do hereby certify that the Amendment provided for herein was adopted by the stockholders and directors on the 14th day of July, 1998.

1. Amendment Adopted: Article I of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the corporation is TARPONWOOD LAKE HOLDINGS, INC."

2. Stockholder Approval: All of the stockholders entitled to vote on this Amendment approved such Amendment. The holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved this Amendment by a Special Corporate Action by Written Consent of Shareholders such that the number of votes cast for the amendment was sufficient for approval by the shareholders. Prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Law of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

3. I, as registered agent of the corporation, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned have executed the Articles of Amendment on the 20th day of July, 1998.

Prepared by:
Roger A. Larson, Esquire
911 Chestnut Street
Clearwater, FL 33757
(813) 461-1818
FL Bar No. 108435

PARK AVENUE APARTMENT
HOLDINGS, INC., a Florida corporation

By: 
KEVIN J. GEIGLE, President and
Registered Agent

By: 
MICHELE GEIGLE, Secretary

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by Kevin J. Geigle, as President and Registered Agent of Park Avenue Apartment Holdings, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me, or who produced personally known as identification.

Andrea B. Bunker
Notary Public
Print Name: _____



Andrea B. Bunker
MY COMMISSION # CG617624 EXPIRES
May 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of July, 1998, by Michele Geigle, as Secretary of Park Avenue Apartment Holdings, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me, or who produced G240-557-53-554-0 as identification.

Jeanene Gail Soltis
Notary Public
Print Name: _____



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