

OCT. 26. 1998 11:28AM

HARLLEE PORGES

NO. 4791 P. 1/2

P 95000067839
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10/26/98

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NAME: HERITAGE PARTNERS GROUP XXIV, INC.

AUDIT NUMBER.....H98000019823

DOC TYPE.....BASIC AMENDMENT

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*Amendment
10-26-98*

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FAX AUDIT NO.: H98000019823

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXIV, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on September 1, 1995, under document number P95000067839.

1. The name of this Corporation is Heritage Partners Group XXIV, Inc.
2. The Articles of Incorporation are amended to add an Article XVII in its entirety which shall read as follows:

**ARTICLE XVII. RESTRICTIONS ON AUTHORITY OF DIRECTORS AND
OFFICERS IN FINANCIAL TRANSACTIONS**

No officer or director shall have authority to sign any credit or security document on behalf of the Corporation for its own account or in its corporate capacity as the General Partner of any limited partnership unless HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A., Attorneys at Law, is serving as the closing agent for such financial transaction on behalf of the Corporation or such partnership.

3. The foregoing Amendment was adopted by the vote of all the Shareholders and Directors of the Corporation on October 20, 1998.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment of Articles of Incorporation on this 20th day of October, 1998.

HERITAGE PARTNERS GROUP XXIV, INC.
a Florida corporation

By: Michael McPhillips
Michael McPhillips as its Vice President

PREPARED BY:

Curtis D. Hamlin, Esq. (Bar No. 0237922)
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
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