

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-117

FILED COVER SHEET  
ACCT. #FCA-14

P95000095990

CONTACT: CINDY HICKS

DATE: 12/20/99

000003075160-6  
-12/20/99-01078-018  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

REF. #: 0174. 9596

CORP. NAME: ALF Acquisition, Inc.

000003075160-6  
-12/20/99-01078-018  
\*\*\*\*\*52.50 \*\*\*\*\*43.75

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 6134 FOR \$ 58.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY <sup>(2)</sup> | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS                    |   |   |

ADR  
Examiner's Initials  
12/21/99

FILED  
99 DEC 20 PM 12:05  
RECEIVED  
99 DEC 20 PM 12:16  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
A.L.F. ACQUISITIONS, INC.

FILED  
99 DEC 20 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, certifies that:

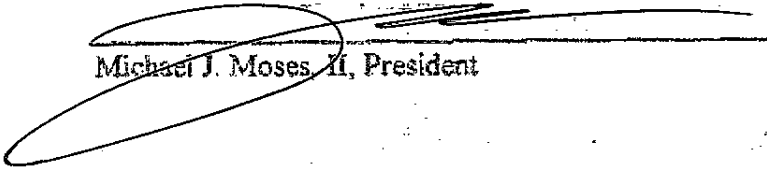
1. He is the President of A.L.F. ACQUISITIONS, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on December 19, 1995, as amended.
2. The following amendment to the Articles of Incorporation was unanimously adopted and approved by the Shareholders and the Board of Directors, by written consent in lieu of a meeting, dated December 10, 1999. The number of votes cast by the Shareholders and Board of Directors was sufficient for approval.

3. ARTICLE VII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon. In no case, however, shall these Articles be amended without the prior written approval of the Secretary of Housing and Urban Development in compliance with the National Housing Act, as amended.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed  
these Articles of Amendment this 10th day of December, 1999.



Michael J. Moses, II, President