

P96000038765

Paula G. Drummond

Attorney at Law
120 S. Alcaniz Street
Pensacola, Florida 32501

(904) 432-7555

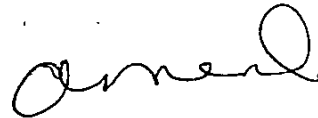
Fax: (904) 434-6440

January 21, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: McCurley and Sayre Residential, Inc.
Document # P96000038765



Corporate Records:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the above corporation, and my check in the amount of \$35 for the filing fees. Please file these documents on receipt of this letter, and forward confirmation to me at your earliest convenience.

Please contact me if additional information is required.

Very truly yours,


Paula G. Drummond

FILED
97 FEB 17 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PGD:cmq

cc: M.E. McCurley, Pres.

1. Filing	2/17/97
2. Acknowledgment	1004
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

Paula G. Drummond, Esq.
120 S. Alcaniz Street
Pensacola, FL 32501

SUBJECT: MCCURLEY AND SAYRE RESIDENTIAL, INC.
Ref. Number: P96000038765

We have received your document for MCCURLEY AND SAYRE RESIDENTIAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00004662

Paula G. Drummond

*Attorney at Law
120 S. Alcaniz Street
Pensacola, Florida 32501*

(904) 432-7555

Fax: (904) 434-6440

February 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: McCurley and Sayre Residential, Inc.
Document # P96000038765

Corporate Records:

Pursuant to your letter of January 29, 1997, copy enclosed, I return the revised Articles of Amendment to the Articles of Incorporation for the above corporation. As you did not return my check for \$35, I assume you have deposited it and credit will be given for the filing fee for this Amendment.

Please acknowledge receipt and filing of this document at your earliest convenience.
Thank you for your assistance.

Very truly yours,



Paula G. Drummond

PGD:cmq

cc: M.E. McCurley, Pres.

RECEIVED
97 FEB 17 PM 12:48
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MCCURLEY AND SAYRE RESIDENTIAL, INC.

FILED
97 FEB 17 PM 4:19
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the Articles of Incorporation of the above named corporation having document # P96000038765, and originally filed on May 8, 1996, are amended as follows:

FIRST: Article IV - Capital Stock is amended to read as follows:

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

SECOND: Article VI - Registered Office and Agent is amended to change the address of the registered office to 4400 Bayou Blvd., Suite 18-B, Pensacola, FL 32503.

THIRD: The Articles of Incorporation are amended to add new Article XI as follows:

ARTICLE XI - MAILING ADDRESS

The mailing address and the principal place of business of the corporation is 4400 Bayou Blvd., Suite 18-B, Pensacola, FL 32503.


FOURTH: The Articles of Incorporation are amended to add new Article XII as follows:

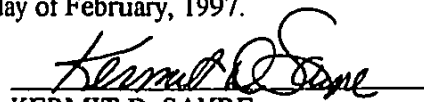
ARTICLE XII - STOCK TRANSFER RESTRICTIONS

Shares issued to shareholders in this corporation may be restricted as to resale or transfer by certain federal and state securities laws, by certain provisions of these Articles, and by a separate shareholder agreement that may be entered into between the holders of the corporation's shares at the time the agreement is executed.

FIFTH: The foregoing amendments to the Articles of Incorporation were unanimously approved and adopted by the Board of Directors and the Shareholders in a joint meeting on the 20th day of January, 1997.

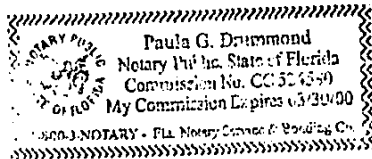
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment having an effective date of January 20, 1997, on this 13th day of February, 1997.



MICHAEL E. MCCURLEY
Director and Shareholder
President


KERMIT D. SAYRE
Director and Shareholder

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 13th day of February, 1997, by Michael E. McCurley and Kermit D. Sayre, all personally known to me, who are Directors of the Florida Corporation McCurley and Sayre Residential, Inc., and who executed this instrument on behalf of the Corporation.




PAULA G. DRUMMOND
Notary Public, State of Florida
My Commission #: CC524580
My Commission expires: March 30, 2000