



THE UNITED STATES
CORPORATION
COMPANY

P96000079183

ACCOUNT NO. : 072100000032

REFERENCE : 402693 3487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 23, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 402693-015

CUSTOMER NO: 3487A

800002180928--3

-05/23/97--01072--011

*****35.00 *****35.00

CUSTOMER: Tami D. Toms, Legal Secretary
Icard Merrill Cullis Timm
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: SECRET'S ON THE BAY COMPANY

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97/MAY 23 AM 11:22

Am/Root
KRC
5/29

W. Leggett
KRC 5/23



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1997

RESUBMIT

Please give original
submission date as file date

CSC
DANIEL W. LEGGETT
TALLAHASSEE, FL

SUBJECT: SECRET'S ON THE BAY COMPANY
Ref. Number: P96000079183

We have received your document for SECRET'S ON THE BAY COMPANY and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00028284

RECEIVED
97 MAY 29 AM 10:41
DIVISION OF CORPORATION

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Secret's On The Bay Company

FILED
MAY 23 11:22 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The Articles of Incorporation of Secret's On The Bay Company is hereby amended as of May 21st, 1997 to read as follows:

ARTICLE I. NAME

The name of the corporation shall be FLORIDA HOUSING ASSISTANCE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to create, publish, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with publications, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description for the purpose of transacting any or all legal business; provided however, that this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED AGENT AND MAILING ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of this corporation is J. GEOFFREY PFLUGNER. The street and mailing address of the initial registered agent is c/o Icard-Merrill, 2033 Main Street, Suite 101, Sarasota, Florida 34237. The telephone number of the initial registered agent is (941) 366-5707.

ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION

The initial principal office of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its principal address from time to time as permitted by law.

ARTICLE VII. MAILING ADDRESS OF CORPORATION

The initial mailing address of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased from time to time, but in accordance with the corporate By-Laws, shall never be less than one. The name and address of the initial Directors of this corporation are:

NAME(S)

ADDRESS

J. Geoffrey Pflugner

c/o Icard-Merrill
2033 Main Street, Suite 101
Sarasota, Florida 34237

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: J. Geoffrey Pflugner, c/o Icard-Merrill, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof. If any agreement is entered into and executed by each of the stockholders any and all transfers of shares shall be made in accordance with the terms of said agreement. The By-Laws of this corporation may likewise include specific provisions allowing the entering of such agreements or may set forth specific restrictions on transferability of shares.

ARTICLE XI. TRANSACTION WITH INTERESTED
DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which meeting such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if such Director were not a Director or Officer of the other corporation or not so interested.

ARTICLE XII. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

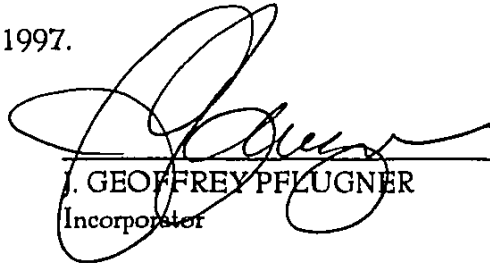
ARTICLE XIV. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XV. DATE OF COMMENCEMENT

The date of commencement of this corporation shall be September 24, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 21st day of May, 1997.


J. GEOFFREY PFLUGNER
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. GEOFFREY PFLUGNER, who is personally known to me and is known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 21st day of May, 1997.


NOTARY PUBLIC
My Commission Expires:

TAMBLA D. TOMS
Notary Public, State of Florida
My Comm. Expires April 19, 1998
No. CC 376639
Bonded Thru Official Notary Service

FLORIDA HOUSING ASSISTANCE, INC.

Formerly Known As

SECRETS ON THE BAY COMPANY

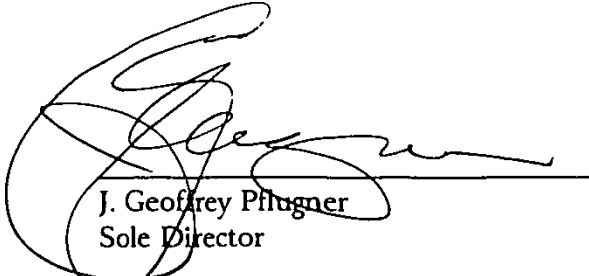
RE: Director Action Without Formal Meeting

DATE: May 21, 1997

The undersigned, being all of the Directors of Secrets On The Bay Company, a Florida corporation, pursuant to Florida Statute Section 607.0821 hereby adopt the following action without a formal meeting:


The Articles of Incorporation of the corporation are hereby amended and restated as set forth on the attached Amended and Restated Articles of Incorporation of Secrets On The Bay Company now known as Florida Housing Assistance, Inc.

May 21, 1997


J. Geoffrey Pflugner
Sole Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of May, 1997 by J. Geoffrey Pflugner as Director of Florida Housing Assistance, Inc., who is personally known to me or who has produced _____ N/A _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:

TAMBLA D. TOMS
Notary Public, State of Florida
My Comm. Expires April 19, 1998
No. CC 378839
Bonded Thru Official Notary Service

FLORIDA HOUSING ASSISTANCE, INC.

Formerly Known As

SECRETS ON THE BAY COMPANY

RE: Director Action Without Formal Meeting

DATE: May 21, 1997

The undersigned, being all of the Directors of Secrets On The Bay Company, a Florida corporation, pursuant to Florida Statute Section 607.0821 hereby adopt the following action without a formal meeting:

The Articles of Incorporation of the corporation are hereby amended and restated as set forth on the attached Amended and Restated Articles of Incorporation of Secrets On The Bay Company now known as Florida Housing Assistance, Inc.

The incorporator acting as the Sole Director and prior to the organizational meeting of the Corporation, the existence of Shareholders and the election of Officers in amending and restating the Articles of Incorporation.

May 21, 1997


J. Geoffrey Pflugner
Sole Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of May, 1997 by J. Geoffrey Pflugner as Director of Florida Housing Assistance, Inc., who is personally known to me or who has produced n/a as identification and who did not take an oath.



Notary Public
My Commission Expires:

TAMBLA D. TOMS
Notary Public, State of Florida
My Comm. Expires April 19, 1998
No. CC 378639
Bonded Thru Official Notary Service