

P97000006980

SUNCOAST ASSOCIATION MANAGEMENT, INC.

May 28, 1997

Florida Department of State  
Amendment Section  
Division of Corporations  
409 E. Gain Street  
Tallahassee, FL 32399

Dear Amendment Section,

Enclosed is an Articles of Amendment form for Suncoast Association Management, Inc.,  
Document Number P97000006980 to change Articles VI and VII:

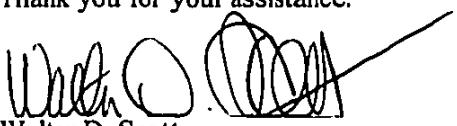
Article VI- Please delete old and insert new.

Article VII- Please delete old and insert new.

The main purpose of the amendment to Article VII is to have these officers recognized as  
the current officers when someone should call the Florida Department of State to verify  
who are the officers of Suncoast Association Management, Inc.

Also enclosed is a new Registered Agent Form, to be entered after the amendment  
change has been made, a Unanimous Written Consent form and a check for \$35.00.

Thank you for your assistance.

  
Walter D. Scott  
President/Chairman

Enclosures

Walter Scott GAVE  
AUTHORIZATION BY PHONE TO  
CONTRACT STAKE OUT INITIAL  
DATE 6/16/97  
POO EXAM DK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SUNCOAST ASSOCIATION MANAGEMENT, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

DELETE OLD ARTICLE VI

ADD----- ARTICLE VI - . . . PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the . . . principal office of the Corporation is c/o Walter D. Scott, 155 Poinciana Blvd, Destin, FL 32541 and the mailing address is the same. The street address of the registered office of the Corporation is 155 Poinciana Blvd, Destin, Florida, 32541 and the . . . registered agent of the Corporation at that address is Walter D. Scott

DELETE OLD ARTICLE VII

ADD----- ARTICLE VII- . . . BOARD OF DIRECTORS:

The Corporation shall have two (2) directors . . . The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the . . . directors of the Corporation are Walter D. Scott and Patricia I. Scott. Walter D. Scott shall serve as President and Patricia I. Scott as Secretary/Treasurer.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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TALLAHASSEE, FLORIDA

**THIRD:** The date of each amendment's adoption: APRIL 18, 1997

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

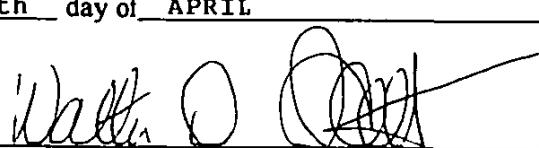
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of APRIL, 1997.

Signature \_\_\_\_\_

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

WALTER D. SCOTT

Typed or printed name

PRESIDENT/CHAIRMAN

Title

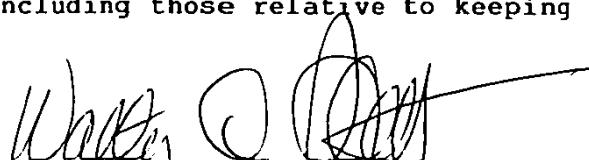
CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.901, Florida Statutes, the following  
is submitted, in compliance with said act:

SUNCOAST ASSOCIATION MANAGEMENT, INC. (the "Corporation"),  
has been organized under the laws of the State of Florida, with  
its registered office, as indicated in its Articles of  
Incorporation, at 155 Poinciana Blvd, Destin, Florida, 32541, has  
named Walter D. Scott, located at 155 Poinciana Blvd, Destin,  
Florida, 32541 as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the above-  
stated Corporation, at the place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act, including those relative to keeping  
open of said office.

  
\_\_\_\_\_  
Walter D. Scott

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

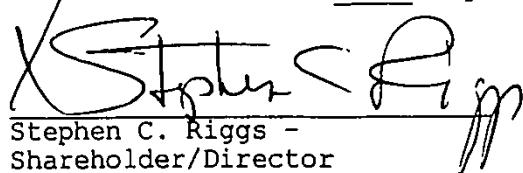
UNANIMOUS WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER AND  
THE BOARD OF DIRECTORS OF  
SUNCOAST ASSOCIATION MANAGEMENT, INC.  
(the "Corporation")

The undersigned, being the sole Shareholder and Director of the Corporation, does hereby unanimously agree and consent as follows:

RESOLVED, that the sole Director and all of the officers of the Corporation having recently resigned, the following parties are elected to the positions set forth opposite their respective names below until such time as their successors are duly elected and qualified.

CHAIRMAN/PRESIDENT: Walter D. Scott  
SECRETARY: Patricia I. Scott  
TREASURER: Patricia I. Scott  
DIRECTOR: Walter D. Scott  
DIRECTOR: Patricia I. Scott

The undersigned, being the sole Shareholder and Director of the Corporation, does hereby execute this document on the 18th day of April, 1997.

  
Stephen C. Riggs -  
Shareholder/Director