P97000064851



Paradise Properties

of Lake County, Inc.
411 N. Donnelly St., Suite 212
Mount Dora, FL 32757
(352) 735-3330
Fax: (352) 735-3338

November 17, 1997

Florida Department of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314 300002363213--3 -12/04/97-01088-002 *****35.00 *****35.00

Please find enclosed an amendment to Paradise Properties of Lake County, Inc. corporation papers and a check in the amount of \$35.00 for processing.

If any additional information is needed, please do not hesitate to call me at 352-735-3330.

Regards,

Julie Smith

FILED 97 DEC 19 PM 3: 34 SECRETARY OF STATEA

emend WF 12-30-97

¥189,664,573,524,674K



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Wednesday, November 12, 1997

Board of Directors Paradise Properties of Lake County, Inc. 411 N. Donnelly Street, Suite 212 Mount Dora, Florida 32757

William L. Casey

Dear Sirs:

Effective this date I wish to resign from my position as Broker of Record of Paradise Properties of Lake County, Inc. as well as all positions as an Officer or Director of said Corporation. Additionally I request that all appropriate documents to effect this change be presented for my signature within 24 hours.

I wish to congratulate Julie Smith on becoming the new Broker of Record and President and Director of the Corporation.

Respectfully,

William L. Casey

Broker



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 11, 1997

Julie Smith
% PARADISE PROPERTIES OF LAKE COUNTY INC
411 N. Donnelly Street, Suite 212
Mount Dora, FL 32757

SUBJECT: PARADISE PROPERTIES OF LAKE COUNTY, INC. Ref. Number: P97000064851

We have received your document for PARADISE PROPERTIES OF LAKE COUNTY, 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):

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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

An officer must sign on the signature line.

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 (850) 487-6910.

Louise Flemming-Jackson Corporate Specialist Supervisor

Letter Number: 297A00058383

ARTICLES OF AMENDMENT TO TALLAHASSE ARTICLES OF INCORPORATION OF

PARADISE PROPERTIES OF LAKE COUNTY, INC.

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)

ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

411 N. Donnelly Street, Suite 212 Mount Dora, Florida 32757

ARTICLE IV - REGISTERED AGENT & ADDRESS

The registered agent of the corporation is Julie Smith and the registered address is 411 N. Donnelly Street, Suite 212, Mount Dora, Florida 32757.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall have one member whose name and address is as follows:

Julie Smith, President
411 N. Donnelly Street, Suite 212
Mount Dora, Florida 32757

The number of directors may be raised or lowered be amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE VII - CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the Corporation who is also a director or an officer of such other Corporation, or who is so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII - LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLES IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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:

THIRD:	The date of each amendment's adoption: November 12, 1997
FOURTE	: 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
į	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
1	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatu	Signed this day
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	William Casey Typed or printed name
	Ex-President New President Director

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Paradise Properties of Lake County, Inc.

2. The name and address of the registered agent is:

Julie Smith 411 N. Donnelly Street, Suite 212 Mount Dora, Florida 32757



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE: Jali Smith	
DATE: November 12, 1997	