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April 12, 2000

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

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-04/17/00--01007--010
*****43.75 *****43.75

Re: Semper Development of Naples, Inc.

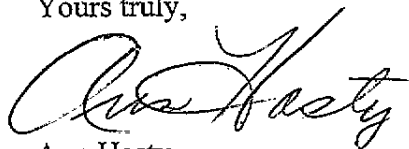
Gentlemen:

Enclosed herewith please find original and copy of Articles of Amendment to Articles of Incorporation of BLF Semper Development of Naples, Inc. for filing and return to this office. We also request a certified copy of the Amendment. A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy.

Enclosed is our check in the amount of \$43.75, payable to Florida Department of State, representing \$35.00 filing fee and \$8.75 for certified copy.

If you have any questions or need additional information, please do not hesitate to call the undersigned.

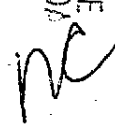
Yours truly,



Ann Hasty
Legal Assistant to R. M. Vogel

/ah
enclosures

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00 APR 14 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLF SEMPER DEVELOPMENT OF NAPLES, INC.**

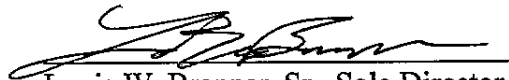
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00 APR 14 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Florida Statute 607.1006, this Florida profit corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: ARTICLE I is hereby amended to read: The name of the corporation (the "Corporation") is SEMPER DEVELOPMENT OF NAPLES, INC., whose principal office and mailing address is 5150 Tamiami Trail North, Suite 504, Naples, Florida 34103.

SECOND: This Amendment to the Articles of Incorporation was adopted on the 15th day of March, 2000 by the Board of Directors without shareholder action and shareholder action was not required.

DATED this 15th day of March, 2000.


Louis W. Brenner, Sr., Sole Director