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ROBERT S. HAYES

FILED  
99 JUN 25 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 22, 1999

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-07/01/99--01010--007  
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Corporate Records Filing Bureau  
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Tallahassee, FL 32301

Attn: Division of Corporations

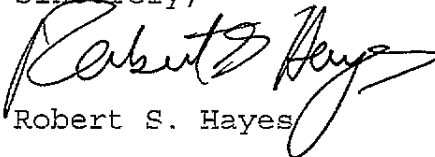
RE: LCF PROPERTIES, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Amendment for the above-named Florida corporation. The check for \$43.75 which represents the \$35.00 filing fee for the Articles of Amendment and the \$8.75 fee for the Certificate of Status is enclosed. I have enclosed a self-addressed, stamped envelope for your convenience in forwarding the Certificate of Status to my office.

Thank you for your attention to this matter.

Sincerely,

  
Robert S. Hayes

RSH/cad  
Enclosures

*Amend*

V. SHEPARD JUL 1 1999

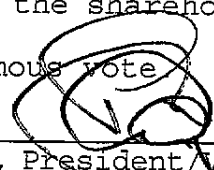
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ARTICLES OF AMENDMENT

These Articles of Amendment of LCF PROPERTIES, INC. being proposed and recommended by the Board of Directors and approved by unanimous vote of the shareholders holding the issued shares of LCF PROPERTIES, INC., the Articles of Incorporation are amended as follows:

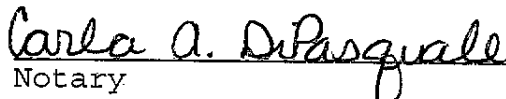
The address for the corporation and the Directors shall be changed to 3038 Michigan Avenue, Kissimmee, Florida 34744.

The undersigned being the sole director of LCF PROPERTIES INC. acknowledge that the foregoing Articles of Amendment were adopted on June 22, 1999 and proposed to the shareholders and were approved by the shareholders by a unanimous vote.

  
\_\_\_\_\_  
Paul Oxley, President/Vice-President/  
Secretary/Treasurer/Sole  
Director

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared PAUL OXLEY to me known personally or produced \_\_\_\_\_ to be the person described as the Director/President, and who executed the foregoing Articles of Amendment, and acknowledged before me that they subscribed to these Articles of Amendment on June 22, 1999.

  
\_\_\_\_\_  
Notary

