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01 FEB - 1 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 986398 4381472

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pignat

ORDER DATE : February 1, 2001

ORDER TIME : 12:12 PM

ORDER NO. : 986398-030

CUSTOMER NO: 4381472

800003623118--3

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel, P.a.
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: MERRITT HOUSING CORP. II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
01 FEB - 1 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Q. OULLIETTE FEB 01 2001

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MERRITT HOUSING CORP. II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the Chief Executive Officer of MERRITT HOUSING CORP. II, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is MERRITT HOUSING CORP. II, INC.
2. The Articles of Incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following Article III in its place and stead:

Article III – Authorized Shares.

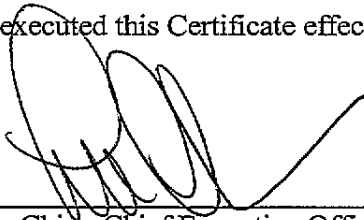
The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred one thousand (101,000) shares of common stock having a par value of \$0.01 per share, of which one thousand (1,000) shares shall be designated as Voting Common Stock and one hundred thousand (100,000) shares shall be designated as Non-Voting Common Stock.

All shares of stock of the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.

3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous written consent of the shareholders of the Corporation effective on January 31, 2001.

4. The Amendment was approved by unanimous consent of all of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective this 31st day of January, 2001.



Lee Chira, Chief Executive Officer