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BASIC AMENDMENT

HUNTERS POINTE REALTY CORP.

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Certificate of Status	0
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August 22, 2000

HUNTERS POINTE REALTY CORP. C/O LEE C. SCHMACHTENBERG, P.A. 1533 SUNSET DRIVE SUITE 201 CORAL GABLES, FL 33143

SUBJECT: HUNTERS POINTE REALTY CORP. REF: P99000090700

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Darlene Connell Corporate Specialist FAX Aud. #: H00000044094 Letter Number: 300A00045071



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ARTICLES OF THIRD AMENDMENT TO ARTICLES OF INCORPORATION OF HUNTERS POINTE REALTY CORP.



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

FIRST:

Amendments adopted:

ARTICLE III - Paragraph 2, shall be changed to:

2. Except for liabilities incurred in the ordinary course of the Corporation's business as set forth in paragraph 1 above, the Corporation shall not incur any indebtedness other that Loans not to exceed the amount of \$2,450,000.00.

SECOND:

Adoption Date

The date of the amendment's adoption shall be effective on August 14, 2000.

THIRD:

Adoption of Amendments

This amendment was adopted by the sole shareholder.

Signed this 1010 Day of August, 2000.

Signature

SOLE SHAREHOLDER / Prestolent Incorporator

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