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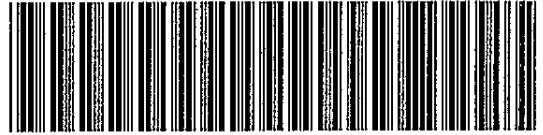
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TALLAHASSEE, FLORIDA

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* ALSO ADMITTED TO PRACTICE
IN NEW YORK & NEW JERSEY

July 24, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment

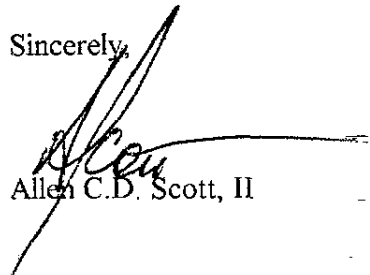
Gentlemen:

Enclosed herewith please find the original together with one fully executed copy of the Second Articles of Amendment to Articles of Incorporation for Penny Developers Corporation.

I have also enclosed my check in the amount of \$43.75 to cover the filing fee (\$35.00) and cost of a certified copy of the Articles (\$8.75) after filing with your agency.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and returning a certified copy to me at your earliest convenience.

Sincerely,



Allen C.D. Scott, II

ACDS/jjs

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**SECOND ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION FOR PENNY DEVELOPERS CORPORATION**
A Florida Corporation

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed the 22nd day of October, 1999, in the office of the Secretary of State of the State of Florida.

FIRST: The name of the corporation is HILLSIDE MOBILE HOME PARK OF CLEARWATER, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

Change of Name:

From: PENNY DEVELOPERS CORPORATION

To: HILLSIDE MOBILE HOME PARK OF CLEARWATER, INC.

THIRD: Except to the extent amended, modified, superseded and supplemented hereby, the Articles of Incorporation as previously amended are hereby ratified and reaffirmed

FOURTH: This amendment was adopted by the Board of Directors on the 23RD day of July, 2003.

FIFTH: The amendment was approved by a majority of the members of the corporation on the 23RD day of July, 2003.

SIXTH: The amendment was adopted unanimously by the shareholders of the corporation on the 23RD day of July, 2003.

DATED: July 23RD, 2003.

HILLSIDE MOBILE HOME PARK OF
CLEARWATER, INC., A Florida corporation

By: Penny E. Welch

Penny E. Welch
President

Attest:

Penny E. Welch
Penny E. Welch, Secretary

STATE OF

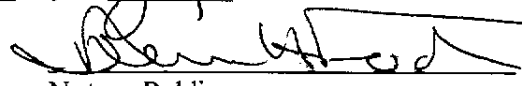
Florida

COUNTY OF

St John

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared PENNY E. WELCH, to me personally known and known to be the President of this corporation and the person who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at the County and State aforesaid this 23 day of July, 2003.



Notary Public



Teresa H Ford

My Commission CC988367

Expires December 17, 2004