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THE UNITED STATES  
CORPORATION  
COMPANY

FILED  
01 FEB - 1 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 986398 4381472

AUTHORIZATION :

COST LIMIT :

\$ 35.00

*Patricia Piguet*

ORDER DATE : February 1, 2001

ORDER TIME : 12:0 PM

ORDER NO. : 986398-005

CUSTOMER NO: 4381472

400003623114--6

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

DOMESTIC AMENDMENT FILING

NAME: CYPRESS RIDGE GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: \_\_\_\_\_

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

Q. COULLETTE FEB 0 1 2001

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CYPRESS RIDGE GP, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, the Chief Executive Officer of CYPRESS RIDGE GP, 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 CYPRESS RIDGE GP, 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.

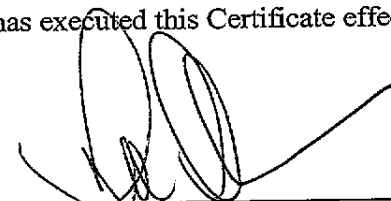
The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred one thousand (101,000) shares of common stock having a par value of \$0.01 per share, of which one thousand (1,000) shares shall be designated as Voting Common Stock and one hundred 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 30, 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 30<sup>th</sup> day of January, 2001.

  
\_\_\_\_\_  
Lee Chira, Chief Executive Officer