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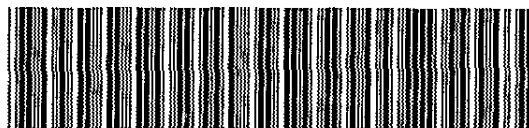
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Amend.

V SHEPARD MAY 20 2003

LAW OFFICES OF
JOHN LENOX MCDONALD, P.A.
2875 South Ocean Boulevard
Palm Beach, Florida 33480

TELEPHONE 561-533-5000
EMAIL: JOHNLENOX@AOL.COM
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May 12, 2003

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Palm Worth, Inc.

Dear Sir:

Enclosed is an amendment and one copy to the articles of incorporation for Palm Worth, Inc., along with the fee of \$35.00. Please file the amendment and return a copy to me.

Sincerely,

A handwritten signature in black ink, appearing to be 'JM' or 'JLM', written over the word 'Sincerely,'.

Jack McDonald
JLM/tk
enclosures



Palm Worth

2850 SOUTH OCEAN BLVD., PALM BEACH, FLORIDA 33480

Cooperative Residents

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
FOR
PALM WORTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provision of Chapter 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: Amendments adopted: **See attached**

SECOND: On March 28, 2003, the above Amendments were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Dated May 1, 2003

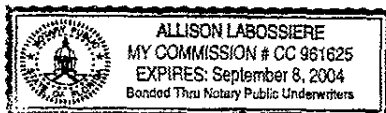
PALM WORTH, INC.

By: William P. King
President

WILLIAM P. KING
William P. King

State of FL
Palm Bch

Alli Zab



**AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
PALM WORTH, INC.**

The original By-Laws of Palm Worth, Inc., is recorded in Official Records Book 6478 at page 1602 of the Public Records of Palm Beach County, Florida.

Item 1. Article VII of the aforesaid Articles of Incorporation shall be amended to read as follows:

The number of directors of this corporation shall not be less than five (5) and not more than nine (9).