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BASIC AMENDMENT

RICK MATTHEWS HOLDINGS CORP.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
RICK MATTHEWS HOLDINGS CORP.

The undersigned, as the President and Secretary of RICK MATTHEWS HOLDINGS CORP., does hereby certify that the Amendment provided for herein was adopted by the stockholders and directors on the 20th day of May, 2000.

1. Amendment Adopted: Article I of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I - Name and Address

The name of this corporation is RICK MATTHEWS PROPERTIES CORP. The mailing address of the corporation is: 9585 Barefoot Trail, Weeki Wachee, FL 34613. The address of the corporation's principal office is 9585 Barefoot Trail, Weeki Wachee, FL 34613."

2. Stockholder Approval: All of the stockholders entitled to vote on this Amendment approved such Amendment. The holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved this Amendment by a Special Corporate Action by Written Consent of Shareholders such that the number of votes cast for the amendment was sufficient for approval by the shareholders. Prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 807 of the General Corporate Laws of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

3. All other provisions of the Articles of Incorporation remain the same as originally filed.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation effective as of the 20th day of May, 2000.

RICK MATTHEWS HOLDINGS CORP.,
a Florida corporation

By Charles R. Matthews
Charles R. Matthews, President and
Secretary

Prepared by:
Michael G. Little, Esquire
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
FL Bar No. 861677
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