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BASIC AMENDMENT

GULF BREEZE RESORTS REALTY, INC.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 24, 2003

GULF BREEZE RESORTS REALTY, INC. 3015 N OCEAN BLVD STE 121 FT LAUDERDALE, FL 33308

SUBJECT: GULF BREEZE RESORTS REALTY, INC.

REF: P03000055681

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

The capacity of the officer/director signing should be indicated. Ex. President, Vice President, Chairman of the Board, etc.

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Teresa Brown Document Specialist FAX Aud. #: H03000217141 Letter Number: 403400038425

AUDIT NO. H030002171418

ARTICLES OF AMENDMENT FOR GULF BREEZE RESORTS REALTY, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation of the above named corporation and are hereby amended as follows:

1) Article VII - Directors is hereby amended to read as follows:

J.P. Ottino, III 3015 N. Ocean Boulevard, Suite 121 Fort Lauderdale, Florida 33308

Marc J. Landau 3015 N. Ocean Boulevard, Suite 121 Fort Lauderdale, Florida 33308

- 2) The date of the adoption of this Amendment was June 19, 2003;
- 3) The Amendment was approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval.

Signed this 19th day of June, 2003.

Rebecca A. Foster, President

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