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BASIC AMENDMENT

PALM BEACH RESORT HOLDINGS, INC.

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mendment 12/09/03

12/8/2003

AUDIT NO. H030003312853

ARTICLES OF AMENDMENT FOR PALM BEACH RESORT HOLDINGS, 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 is hereby amended to read as follows:

"The names and street addresses of the Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Gerald Greenspoon 100 W. Cypress Creek Road, #700 Fort Lauderdale FL 33309 Kevin Sheehan 100 W. Cypress Creek Road, #700 Fort Lauderdale FL 33309

- 2) The date of the adoption of this Amendment was November 17, 2003:
- 3) The Amendment was approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval.

Signed this 8th day of December, 2003.

Gerald Greenspoon, President

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