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FILED
APR 11 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 658408 4381472

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 35.00

name change
Amend

ORDER DATE : April 11, 2000

ORDER TIME : 12:02 PM

ORDER NO. : 658408-015

000003203920--8

CUSTOMER NO: 4381472

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

DOMESTIC AMENDMENT FILING

NAME: GEI CAPITAL HOLDINGS VIII, 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: Ellyn Herndon

EXAMINER'S INITIALS:

RECEIVED
00 APR 11 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADR
4/11/00

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
GEI CAPITAL HOLDINGS VIII, INC.**

The undersigned, as President of GEI CAPITAL HOLDINGS VIII, 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 (the "ACT"), states as follows:

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1. The current name of the Corporation is GEI CAPITAL HOLDINGS VIII, INC.
2. The date of the filing of the original Articles of Incorporation of the Corporation was August 20, 1997 (the "Original Articles").
3. The Original Articles were amended by the filing of that certain Amendment to Articles of Incorporation filed with the Florida Secretary of State on July 21, 1999 (the "Amendment to the Articles"). The Original Articles and the Amendment to the Articles are hereinafter collectively referred to as the "Articles of Incorporation".
4. The Articles of Incorporation of the Corporation are amended by deleting Article I entitled "Name" in its entirety and inserting the following section in its place and stead:

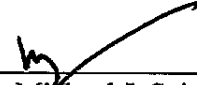
ARTICLE I - NAME

The name of this corporation is CED CAPITAL HOLDINGS VIII, INC.

4. The amendment to the Articles of Incorporation of the Corporation was approved by a Shareholders' and Directors' Action by Written Consent in Lieu of Special Meeting dated as of the 1st day of April, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Amendment effective as of the 1st day of April, 2000.

CED CAPITAL HOLDINGS VIII, INC., a Florida corporation

By: 
Michael J. Sciarrino, Vice President