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BASIC AMENDMENT

ISLAND ONE, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

D. CONNELL MAR 08 2000

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 7, 2000

ISLAND ONE, INC.
2345 SAND LAKE RD
STE 100
ORLANDO, FL 32809

SUBJECT: ISLAND ONE, INC.
REF: F42374

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ISLAND ONE, INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation, **ISLAND ONE, INC.**, a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is Island One, Inc.
2. **Text of the Amendment.** The amendment increases the number of shares of stock that the Corporation is authorized to issue from 12,000 to 12,000,000 consisting entirely of common stock, reduces the par value from \$1.00 to \$.01 per share and eliminates pre-emptive rights. Accordingly:

(a) Article V. Pre-Emptive Rights, of the Articles of Incorporation, is deleted in its entirety; and

(b) Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

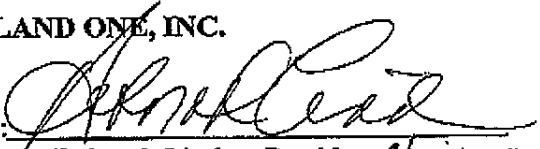
ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 12,000,000 shares of \$.01 par value common stock.

3. **Date of Adoption.** The Amendment was adopted effective March 1, 2000 ~~December 1, 1999~~ *March 1, 2000*
4. **Manner of Adoption.** The Amendment was adopted by the written consent of the all of the members of the Board of Directors and by a majority of the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of December 1, 1999 ~~2000~~ *March*

ISLAND ONE, INC.

By: 

Deborah Linden, President *Chairman, CEO*