

Division of Corporations

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325932

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September 25, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BLACKWATER RANCH, INC.
38900 LAKE NORRIS RD.
EUSTIS, FL 32736

SUBJECT: BLACKWATER RANCH, INC.
REF: 325932

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H08000223214
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Audit # H080002232143**SECOND ARTICLES OF AMENDMENT****OF****BLACKWATER RANCH, INC.**

Article Eight of the Articles of Incorporation of **BLACKWATER RANCH, INC.** is hereby deleted in its entirety and the following inserted in its place:

ARTICLE EIGHT

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

The Second Articles of Amendment shall be effective upon filing.

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
Audit # H080002232143

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The foregoing Amendment was adopted by the Directors and Shareholders of this Corporation on the 12th day of September, 2008, and the number of votes cast for the amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, JERRY E. ELLIS as President, and LUCY F. ELLIS as Secretary, executed this Second Articles of Amendment this 12th day of September, 2008.

BLACKWATER RANCH, INC.

By: JERRY E. ELLIS, President

ATTEST:

LUCY F. ELLIS, Secretary