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August 9, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: By-The-Sea, Inc.

Gentlemen:

In connection with the above captioned corporation, enclosed please find the following:

1. An original Application for Reinstatement.
2. Our check in the amount of $3,025.00 representing your fee.
3. An original Articles of Amendment changing the name of the corporation.
4. Our check in the amount of $35.00 representing your fee.
5. A self-addressed, stamped envelope for your convenience in returning the proper documents to our office.

If you have any questions regarding the enclosures, please give me a call.

Sincerely,

WILLIAM F. BEGGS

AMEND
8/18

WFB/bry

enclosures

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BY-THE-SEA, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Article I - Name of Corporation: The corporate name shall be changed to Sea Cliff By The Sea, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The dale of each amendment's adoption: June 21, 1999

FOURTH: Adoption of Amendment(s) (Check One)

__X___ The amendment(s was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

______ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be Separately provided for each voting group entitled to vote separately on the amendment(s).

______ "The number of votes cast for the amendment(s) was/were sufficient for approval by ____________________________."

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of June, 1999.

Everett A. Sorensen, President

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of JUNE, 1999. by EVERETT A. SORENSEN, as PRESIDENT OF BY THE SEA, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced ______________________________ as identification and who did take an oath.

Bettye McGlohn
NOTARY PUBLIC

My Commission Expires:
6-8-2000

Bettye Mc Glohn
MY COMMISSION # CC675005 EXPIRES
June 8, 2000
BONDED THRU TROY FAIN INSURANCE, INC.