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Attn: Darlene - change made per request

COR AMND/RESTATE/CORRECT OR O/D RESIGN

RQB RESORT GP, INC.

Certificate of Status	0
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Written Consent

to change officers/ 8/7/2006

08/08/06

Directors - Foreign Corp.

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FACSIMILE TRANSMITTAL SHEET	
ATTN: THELMA	245-6906 (P)
COMPANY: Corporate Amendments section	
FAX NUMBER: 205-0380	TOTAL PAGES TO FOLLOW:
RE: RQB Resort GP, Inc	245-6897

NOTES/COMMENTS:

To follow is the corrected document (the title of the person signing was changed). Please replace this with the document you are holding. I do not need new certification.

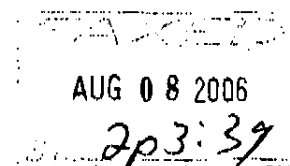
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You for your help in this matter is greatly appreciated!

Klm

668-4318

4:19 - Called Thelma



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SECRETARY OF STATE
TALLAHASSEE, FLORIDAUNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
RQB RESORT GP, INC.

June 20, 2006

The undersigned, being the entire Board of Directors (the "Directors") of RQB Resort GP, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL") and the Bylaws of the Corporation, adopt the following resolutions and consent to the actions contemplated thereby by unanimous written consent:

WHEREAS, Niall McFadden has resigned as Director, Chairman of the Board, President and Treasurer of the Corporation;

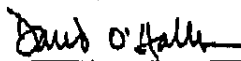
WHEREAS, the Directors believe it is in the best interests of the Corporation and advisable to appoint Paul Pardy to replace Mr. McFadden in such positions.

RESOLVED, that the Directors hereby appoint Paul Pardy as a Director of the Corporation to serve until the next election of Directors.

RESOLVED FURTHER, that Mr. Pardy is hereby appointed to serve as Chairman of the Board, President and Treasurer of the Corporation to serve at the pleasure of the Directors.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the Directors duly called and constituted pursuant to the Bylaws of the Corporation and the DGCL. This consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this unanimous written consent of the Directors as of the date first written above,



David O'Halloran
Director

WASHINGTON 166490v1

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