J33636

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Amend.

3. Continue JAN 72 0 2005

To:

Amendment Section

Division of Corporations

NAME OF CORPORATION: Sunshine Companies, III Inc.

DOCUMENT NUMBER: <u>J33636</u>

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard Berman, Esquire Berman, Kean & Riguera, P.A. 2101 W. Commercial Blvd., Suite 2800 Ft. Lauderdale, Fl 33309

For further information concerning this matter, please call:

Richard Bennan, Esquire (954)735-0000

Enclosed is a money order for \$70.00:

- □ \$35 Filing Fee of Articles of Amendment
- □ \$35.00 Filing Fee Statement of Change Registered Office/Agent

Mailing Address

Amendment Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Street Address

Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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Sunshine Companies III, 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 - OFFICERS

CRAIG VANDERBERG is hereby removed from offices of President and Director.

JAMES E. BAIERS is hereby removed from the office of Secretary and Director.

BURCHAM, JOHN W II is hereby removed from the office of Director.

JARZYNSKI, BRIAN J is hereby removed from the office of Treasurer.

SANDLIN, FRED J is hereby removed from the office of Director.

GAINES, ROBERT A is hereby removed from the office of Director.

FRANK AMODEO is hereby installed in the offices of President, Vice President/Treasure and Secretary and shall be reflected in the Articles of Incorporation accordingly.

SECOND: The date of the Amendment's adoption is November 15, 2004.

THIRD: The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval.

Signed this _____ day of January 2005.

Frank Amodeo, President

Signature