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FILING Amend

1.) Down East, Inc.

(CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

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4.) (CORPORATE NAME & DOCUMENT #)

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FILED 99 MAY 20 AM 10:01 SECRETARY OF STATE TALLAHASSEE, FLORIDA

N.C

G. COULLETTE MAY 20 1999

SPECIAL INSTRUCTIONS

RECEIVED DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOWN EAST, INC.**

FILED
99 MAY 20 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Article 1 of the Articles of Incorporation of Down East, Inc., are hereby amended and shall henceforth read as follows:

Article I - Name

The name of this Corporation is Morningside R.V. Estates, Inc.

SECOND: The adoption date of the foregoing amendment shall be April 30, 1999.

THIRD: The foregoing amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

DATED this 19th day of April, A.D., 1999.

By: Fred McGillan Pres.
Its: President-Fred McGillan