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BASIC AMENDMENT

SALT PONDS ALLIANCE OF KEY WEST, INC.

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Amendment

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ARTICLES OF AMENDMENT**Article I. Name**

The name of this Florida corporation is:
Salt Ponds Alliance of Key West, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article II. Address

The mailing address of the Corporation is:

Salt Ponds Alliance of Key West, Inc.
P.O. Box 5930
Key West, FL 33045

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Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
June 21, 2000.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Salt Ponds Alliance of Key West, Inc.

By: Robert L. Tracy

Name: Robert L. Tracy

Title: President

Date: June 30, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 872-0666

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