

Division of Corporations

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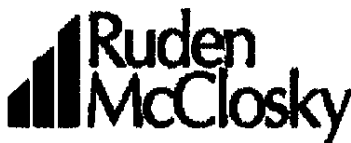
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RAILS END CO-OP, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RAILS END CO-OP, INC.

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The following provision of the Articles of Incorporation of RAILS END CO-OP, INC., a Florida not-for-profit corporation (the "Corporation"), filed with the Florida Department of State on April 18, 2007, with an effective date of April 18, 2007, and Charter Number N07000003844, as amended by the Articles of Amendment to the Articles of Incorporation of Rails End Co-Op, Inc., filed with the Florida Department of State on May 2, 2007, and it is hereby, amended as follows:

ARTICLE V
MEMBERSHIP

The Corporation shall be organized on a nonstock basis and shall issue membership certificates ("Membership Certificates") instead of shares of stock. One hundred nineeleven (409111) Membership Certificates are authorized to be issued. These shares are appurtenant to all mobile home and recreational vehicle sites located on the real property owned by the Cooperative, which total one hundred nineeleven (409111) sites.

The foregoing amendment has been adopted by the Board of Directors as required by the Florida Department of Business and Professional Regulation and Chapter 719, Florida Statutes, as of April 30, 2007, prior to requirement of membership approval.

IN WITNESS WHEREOF, the undersigned, being President of the Corporation, has adopted and executed these Articles of Amendment as of April 29, 2007.

RAILS END CO-OP, INC., a Florida not-for-profit corporation

By: Robert E. Brock
ROBERT E. BROCK, President

STP:758024:1

Prepared By:
David S. Bernstein, Esq., FL Bar #454400
Ruden, McClosky, Smith, Schuster & Russell, P.A.
150 Second Avenue North, 17th Floor
St. Petersburg, FL 33701
(813) 895-1971

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