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

March 22, 2000
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*****43.75 *****43.75

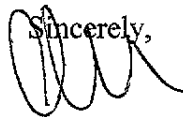
RE: The Palladium Athletic Village, Inc. - Articles of Amendment

Dear Sir or Madam:

Please find enclosed Articles of Amendment on the above named corporation for filing, together with a check for \$43.75, representing the filing fee of \$35.00 and a certified copy of same for \$8.75. Please return the certified copy of the Articles of Amendment to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Amend
4-6-00
ATL

Sincerely,


Anthony T. Lepore, Esq.

FILED
00 MAR 27 AM 9:16
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ATL:ms

Enclosures

RECEIVED MAR 21 2000

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PALLADIUM ATHLETIC VILLAGE, INC.

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

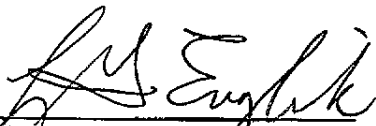
FIRST: Article III is hereby amended by deleting the original text and substituting the following: The number of shares of stock that this corporation is authorized to have outstanding at any time is Two Thousand (2000). One Thousand shall be Class A Voting Shares and One Thousand shall be Class B Non-Voting Shares.

SECOND: In order to implement the reclassification of issued shares as set forth above, each shareholder who, as of the date of this Amendment, currently holds any of the issued shares shall exchange same for an equal number of Class A Voting Shares.

THIRD: The date of each amendments' adoption is March 21, 2000.

FOURTH: Adoption of the Amendments was approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

SIGNED this 21 day of March, 2000.


LORI ENGLISH, President

CLERK OF STATE
TALLAHASSEE, FLORIDA

00 MAR 27 AM 9:16

FILED