

Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : AG: REGISTERED AGENTS, INC.
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BASIC AMENDMENT

GROVE WEST VILLAS, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

**GROVE WEST VILLAS, INC.
a Florida corporation**

The undersigned, being the President of GROVE WEST VILLAS, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I. NAME

The name of the Corporation is: ROYAL BAY GROUP, INC.

2. Article IV of the Articles of Incorporation of the Corporation is hereby modified to provide that Juan De Sosa, Andres Asion and Manuel A. Huerta, Jr. have been appointed as Directors of the Corporation effective October 31, 2000 and that from and after October 31, 2000 the names and street addresses of all the directors of the Corporation are as follows:

ARTICLE IV. BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Robert F. Thorne	1110 Brickell Avenue Suite 540 Miami, Florida 33131
Juan De Sosa	1110 Brickell Avenue Suite 540 Miami, Florida 33131
Andres Asion	1110 Brickell Avenue Suite 540 Miami, Florida 33131
Manuel A. Huerta, Jr.	1110 Brickell Avenue Suite 540 Miami, Florida 33131

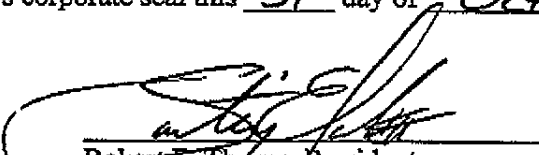
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3. The foregoing amendments were unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated October 31, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hands and affixed the Corporation's corporate seal this 31 day of OCTOBER, 2000.



Robert F. Thorne, President

by: Santiago Eljatek, III, Esq., as attorney-in-fact

[Corporate Seal]

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