

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.
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Phone : (772) 231-3500
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RECEIVED
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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

REEF'S EDGE INVESTMENT, INC.

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| Certificate of Status | 1 |
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Amendment
2/7/04
DC

STEWART & EVANS, P.A.
ATTORNEYS & COUNSELORS AT LAW
3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32983
(772) 231-3500

REBECCA F. EMMONS
RALPH L. EVANS
JOHN MITCHELL STEWART
WILLIAM J. STEWART

P. O. BOX 3345
VERO BEACH, FL 32964
Toll Free (866) 231-3500
Fax (772) 231-9876

File No. 10928

February 6, 2004

VIA FACSIMILE

Florida Department of State
Teresa Brown
Document Specialist
Fax Aud. #: H04000026609
Letter #: 004A00008185

Re: Reef's Edge Investment, Inc.

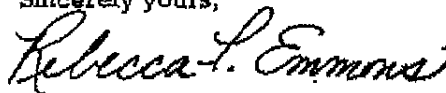
Dear Ms. Brown:

Per your letter of February 6, 2004, (copy attached for your reference) please find the corrected documents that you requested.

Upon receipt of this documentation and your review of same, should you require any further information, please do not hesitate to contact our office at the number listed above.

Thanking you in advance for your help and cooperation in this matter.

Sincerely yours,



Rebecca F. Emmons, Esq.

RFE/cr
Enclosure

Department of State 2/8/2004 8:44 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 6, 2004

REEF'S EDGE INVESTMENT, INC.
826 BANYAN RD.
VERO BEACH, FL 32963

SUBJECT: REEF'S EDGE INVESTMENT, INC.
REF: P00000060328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Our records show the current registered office is 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406. Please correct your document accordingly. The document must also contain the address of the new registered agent which must be at a Florida street address.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000026609
Letter Number: 004200008185

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ARTICLES OF AMENDMENT

OF

REEF'S EDGE INVESTMENT, INC.

Pursuant to the provisions of section 607.1008 of the Florida Statutes, REEF'S EDGE INVESTMENT, INC., a Florida Corporation, (the "Company") adopts the following amendment to its Articles of Incorporation:

1. AMENDMENT AFFECTING REGISTERED AGENT

The Articles of Incorporation shall be hereby amended to change its registered agent. Accordingly, in compliance with Section 607.0502 of the Florida Statutes, the Company sets for the following information:

| | |
|--|--|
| NAME OF THE CORPORATION: | REEF'S EDGE INVESTMENT, INC. |
| STREET ADDRESS OF CURRENT REGISTERED OFFICE: | 1860 FOREST HILL BLVD., SUITE 105 WEST PALM BEACH, FL 33406 |
| CURRENT REGISTERED AGENT: | CONLIN & MAC MAHON, P.A. |
| NEW REGISTERED AGENT: | REBECCA F. EMMONS, ESQ. |
| STREET ADDRESS OF NEW REGISTERED AGENT: | 3355 OCEAN DRIVE VERO BEACH, FL 32983 |

Having been named as registered agent and to accept service of process for the Company at the street address of its current registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Acceptance of Designation of Registered Agent

The undersigned hereby accepts the designation of registered agent on behalf of REEF'S EDGE INVESTMENT, INC. and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.

Rebecca F. Emmons
Rebecca F. Emmons, Esq.

The foregoing amendment was adopted by the Board of Directors of the Company and became effective on the 5th day of February, 2004.

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IN WITNESS WHEREOF, the undersigned President of the Company has executed these Articles of Amendment, this 5th day of February, 2004.

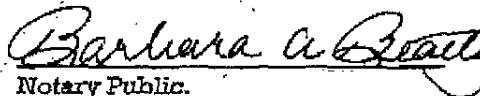

PAUL C. MEUNIER, President

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul C. Meunier who has produced DRIVER LICENSE as identification or who is personally known to me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of February, 2004.


Notary Public.

My commission expires:



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Action by Written Consent of Shareholders of

Reef's Edge Investment, Inc.

WHEREAS, it is deemed desirable and in the best interests of Reef's Edge Investment, Inc. (the "Corporation") that the following actions be taken by the Shareholders of the Corporation pursuant to this Written Consent:

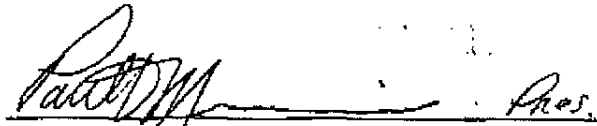
NOW, THEREFORE, BE IT RESOLVED that the undersigned Shareholders, constituting all of the Shareholders of the Corporation, hereby consent to, approve and adopt the following:

RESOLVED, that REBECCA EMMONS, ESQ., with an address of 3355 Ocean Drive, Vero Beach, FL 32963, be appointed as the new registered agent of the Corporation (the "New Registered Agent") and that CONLIN & MAC MAHON, P.A., with an address of 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406, no longer serve in such capacity; and

RESOLVED FURTHER, that the New Registered Agent is hereby authorized to do and perform any and all such acts she shall deem necessary or advisable, to carry out the duties of the Corporation's registered agent.

Dated this 5th day of February, 2004.

SHAREHOLDERS:



PAUL C. MEUNIER



KATHLEEN A. MEUNIER

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