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March 5, 2001

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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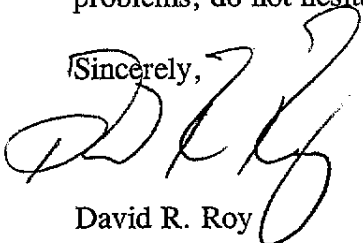
Re: SOUTH HARBOUR FINANCIAL, INC.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and a copy of the Articles of Amendment for the above referenced Corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing cost.

Please return a true copy of the Articles of Amendment upon filing. If there are any problems, do not hesitate to contact me.

Sincerely,



David R. Roy

DRR/cr
Enclosure

FILED
01 MAR 12 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION FOR
SOUTH HARBOUR FINANCIAL, INC.**

FILED
01 MAR 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the officers and directors of SOUTH HARBOUR FINANCIAL, INC., a Florida not for profit corporation, hereby certify that the following Amendments to the Articles of Incorporation were duly adopted unanimously by all officers and directors at a meeting duly held by them on the 5th day of March, 2001.

AMENDMENTS

1. Article Six is amended to read as follows:

The corporation shall have four (4) officers, being that of President, Vice-President, Treasurer and Secretary. The names and addresses of those officers are as follows:

Keri Alford, President
3 Harbour Drive South
Ocean Ridge, FL 33435

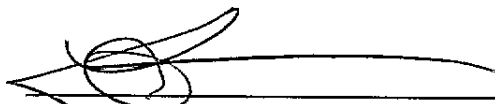
Warren Heeg, Vice-President/Treasurer
2170 NE 5th Avenue
Boca Raton, FL 33431

Lawrence Gregory Dawson, Secretary
3 Harbour Drive South
Ocean Ridge, FL 33435

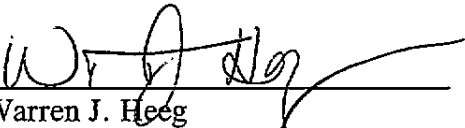
2. All members who were entitled to cast a vote on the proposed amendment, have done so and all members have voted in favor of said amendment.
3. This amendment was adopted by the Board of Directors on the 5th day of March, 2001.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, We hereby set our hands this 5 day of March, 2001.

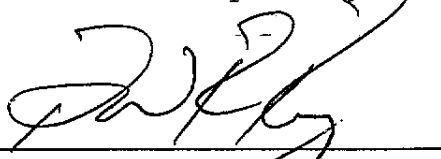


Lawrence Gregory Dawson
President & Director


Warren J. Heeg

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5 day of March, 2001, by Lawrence Gregory Dawson and Warren J. Heeg, as officers and directors of the foregoing corporation who are authorized to sign of behalf of the corporation and who are personally known to me or who produced their drivers licenses.


NOTARY PUBLIC

