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Florida Department of State
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BASIC AMENDMENT

BIRDS OF PARADISE RESORTS, INC.

Certificate of Status	1
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2-14-01

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FROM: HOLLAND & KNIGHT
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02-13-01 02:38P P.02

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
BIRDS OF PARADISE RESORTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is BIRDS OF PARADISE RESORTS, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 13th day of February, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 13th day of February, 2001, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SURFSIDE
RESORT AND SUITES, INC."

This instrument prepared by:
Stephen R. Looney
FL BAR 0628344
200 South Orange Avenue, Suite 2600
Orlando, FL 32801
(407) 244-1148

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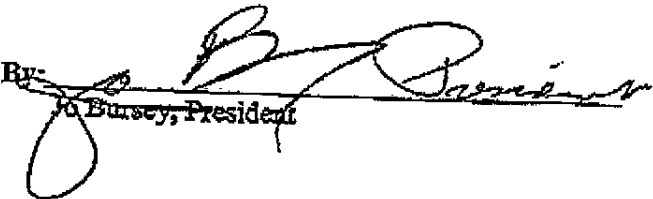
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Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 13th day of February, 2001.

BIRDS OF PARADISE RESORTS, INC.

By: 
J. Bursey, President

ORL1 #629297 v1

Bursey/644454

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