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BASIC AMENDMENT

BETHANY TRACE ESTATES, INC.

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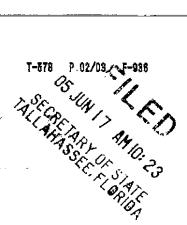
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BETHANY TRACE ESTATES, INC. a Florida corporation



Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of BETHANY TRACE ESTATES, INC., a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

FIRST. The date of filing the Arneles of Incorporation was November 20, 2000 (Document No. P00000107930).

SECOND. The following amendment to the Articles of Incorporation was adopted by the Corporation:

Arricle Number 1 of the Articles of Incorporation of the Corporation is hereby amended as follows:

ARTICLE I Name

The name of the Corporation is WATERMEN-PINNACLE, INC.

THIRD. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by all of the shareholders and all of the directors of the Corporation by Joint Written Consent effective as of June 10, 2005.

This Amendment shall be effective as of the date of filing of this Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this /O day of June, 2005.

BETHAMY)TRACE ESTATES, INC., a Florida

David Kraizgrum, Presider

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STATE OF FLORIDA
)
COUNTY OF DADE
)

BEFORE ME, the undersigned, David Kraizgrum (the "Afflant"), as Manager of WATERMEN-PINNACLE, LLC, a Florida limited liability company, filed on December 3, 2004, under document mimber L04000087548 (the "Company"), personally appeared, on behalf of the Company, and being by me duly sworn, on oath deposes and says:

- (1) That the Company is affiliated with BETHANY TRACE ESTATES, INC., a Florida corporation (the "Corporation"), filed on November 20, 2000, under document number P00000107930; and
- (2) That the Corporation intends to file Articles of Amendment to the Articles of Incorporation of the Corporation (the "Articles of Amendment") with the Florida Department of State on or about June _____, 2005 to change the corporate name from BETHANY TRACE ESTATES, INC. to WATERMEN-PINNACLE, INC.
- (3) That upon the Corporation's filing of its Articles of Amendment, this Affidavit authorizes the Corporation, to use the name WATERMEN-PINNACLE, INC.

FURTHER AFFIANT SAVETH NOT.

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By: 1	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
David Kraizgrup Metanger	
The foregoing instrument w	as acknowledged before me this 50 day of June, 2005, by
Thursh Karry parists	who is personally known to me or who has produced or K628786181840 as identification.
arriver y meanse.	WAGS 9 LACT 5-14 B as instrumentary
	Notary Public:



Spalled De world (
My Commission Expires: