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DIVISION OF CORPORATIONS

BASIC AMENDMENT
305 WESTMINSTER, INC.

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JULY 23, 2002

305 WESTMINSTER, INC.
515 N. FLAGLER DR.
17TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: 305 WESTMINSTER, INC.
REF: P00000111303

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THE AMENDMENT MUST BE SIGNED BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS OR BY A DIRECTOR IF ADOPTED BY THE DIRECTORS.

IN THIS CASE, THE SIGNOR'S TITLE MUST INCLUDE "DIRECTOR".

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IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 245-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H02000169992
LETTER NUMBER: 002A00044887

**ARTICLES OF AMENDMENT
OF 305 WESTMINSTER, INC.**

Pursuant to Section 607.1006 Florida Statutes, the undersigned, being President of 305 Westminster, Inc., a Florida corporation, organized and existing under the laws of the State of Florida, hereby files the following Articles of Amendment:

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

ARTICLE I

Name and Address

The name and address of the corporation shall be 127 Seaspray, Inc. located at c/o Gregory S. Kino, 515 North Flagler Drive, #1700, West Palm Beach, Florida 33401.

2. The date of adoption of the amendment was July 22, 2002.

3. There are no shareholder or shareholders entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned officer has set his hand and seal in Palm Beach County, Florida, this 22 day of July, 2002.

305 WESTMINSTER, INC.

By: [Signature]
Gregory S. Kino, President / Director

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