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HILTON, HILTON, KOLK & ROESCH, P.A.

FILED

01 MAY 29 AM 9:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

L. CHARLES HILTON, JR.  
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May 23, 2001

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Destin Ventures, Inc.

700004325947--5  
-05/29/01--01133--010  
\*\*\*\*\*25.00 \*\*\*\*\*35.00

To Whom It May Concern:

Please find enclosed the Articles of Amendment to the Articles of Incorporation of Destin Ventures, Inc., and a check for \$35.00.

Very truly yours,

*Jacalyn N. Kolk*  
Jacalyn N. Kolk

JNK/nlg

*Amend  
6-6-01  
JKS*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DESTIN VENTURES, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

**ARTICLE VIII**

Directors

This corporation shall have one (1) director, . . . . . The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the . . . . . director of the corporation is:

<u>Name</u>	<u>Address</u>
Gary Paul	4500 W. Highway 98 Panama City, Florida 32405

SECOND: The effective date of each amendment's adoption: February 27, 2001

THIRD: Adoption of Amendment (CHECK ONE)

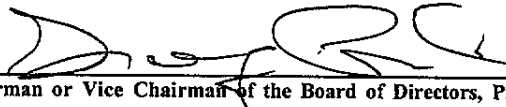
- The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- The amendment was approved by the shareholders through voting groups.. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment.*

"The number of votes case for the amendment was sufficient for approval by \_\_\_\_\_."

- The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10<sup>th</sup> day of May, 2001.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

  
GARY PAUL

Incorporator Gary Paul  
Title

C:\CORPORATIONS\DESTINVENTURES.ART.AMD