

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

RBG ACQUISITIONS, INC.

Certificate of Status	0
Certified Copy	0
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7/9/2001 (2)

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

**RBG ACQUISITIONS, INC.
a Florida corporation**

The undersigned, being the Secretary of RBG ACQUISITIONS, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. Article I of the Articles of Incorporation of the Corporation is hereby modified to provide that the name of the Corporation is as follows:

LUXURY LAND SITES, INC.

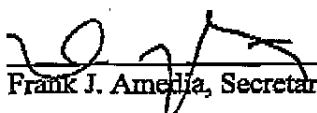
2. Article IX of the Articles of Incorporation of the Corporation is hereby modified to provide that Robert F. Thorne has been appointed as a Director of the Corporation effective July 1, 2001 and that from and after July 1, 2001 the names and street addresses of all the Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert F. Thorne	1110 Brickell Avenue Suite 504 Miami, Florida 33131
Frank J. Amedia	1110 Brickell Avenue Suite 504 Miami, Florida 33131

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3. The foregoing amendment was unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated July 1, 2001.

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hands and affixed the Corporation's corporate seal this 15th day of July, 2001.


Frank J. Amedia, Secretary

[Corporate Seal]