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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Phoenix South Enterprises, Inc. 001000024111
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

G. COULLETTE APR 06 2001

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHOENIX SOUTH ENTERPRISES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Jerold Oaks
Vice-President:	Neal E. Stamper
Secretary:	Jerold Oaks
Treasurer:	Jerold Oaks

SECOND: Article 5 shall be amended to state:

President:	Jerold Oaks
Vice-President:	Neal E. Stamper and Jane Elizabeth Fox
Secretary:	Jerold Oaks
Treasurer:	Jerold Oaks

whose addresses shall be the same as the principal address of the Corporation.

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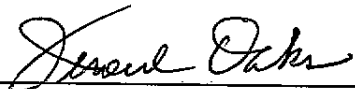
343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

FOURTH: The date of the adoption of this amendment is the 8 March 2001.

FIFTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SIXTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 8 March 2001.



Jerold Oaks, Chairman of the Board of
Directors



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