D1000049676 1840 CORAL WAY, 4TH FLOOR

(Corporation Name)

MIAMI, FL 33145 - (305) 854-6000 - OFFICE USE ONL

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (jf.known): (Document #)

4.	(Corporation Name)			(Document #)	
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NEW FILINGS				
	Profit			
	NonProfit			
	Limited Liability			
	Domestication			
	Other			

1.

2.

3.

AMENDMENTS				
X	Amendment			
	Resignation of R.A., Officer/Director			
	Change of Registered Agent			
	Dissolution/Withdrawal			
	Merger			

OTHER FILINGS		
	Annual Report	
	Fictitious Name	
	Name Reservation	

QUALIFICATION		
	Foreign	
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Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PALM COAST LAND COMPANY

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:

Alan Detert

Secretary:

Alan Detert

Treasurer:

Alan Detert

SECOND: Article 5 shall be amended to state:

President:

Janet Kircher

Vice-President:

Kristin W. Matthew

Secretary:

Janet Kircher

Treasurer:

Janet Kircher

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

THIRD:

Article 6 of the Articles of Incorporation states Director as:

Alan Detert

FOURTH:

The Director of the Corporation shall be changed to:

Janet Kircher

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

FIFTH:

The date of the adoption of this amendment is the 22 June 2001.

SIXTH:

The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

SEVENTH:

This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 22 June 2001.

Janet Kircher, Chairman of the Board of Directors