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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUL 18 2005

JOSEPH M. HENDRY II

Attorney at Law

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July 11, 2005

Capital Connection
Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Changes to Articles of Incorporation
of Chappy's Guide and Tour, Inc.

Enclosed please find the Articles of Amendment to Articles of Incorporation of Chappy's Guide and Tour, Inc., our check for the filing fee and a certified copy made payable to the Secretary of State.

Please file this and bill us for your fee.

Sincerely,



Joseph M. Hendry II

JMH/mdc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHAPPY'S GUIDE AND TOUR, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the followings Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Article II: Principal Office

The principal place of business and mailing address of the corporation is 765 E. State Road 78, NorthLake Estates, Lot 244, Lakeport, FL 33471.

Article VI: Initial Officers

The name and address of the new director and officer of the corporation is Brett Conway President and Secretary Treasurer 765 E. State Road 78, NorthLake Estates, Lot 244, Lakeport, FL 33471

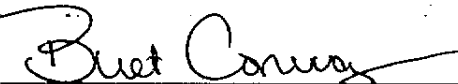
SECOND:

THIRD: The date of each amendment's adoption: September 1, 2004

FOURTH: Adoption of amendment(s) (CHECK ONE)

- ☒ The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 11 day of July, 2005.


BRET CONWAY, Sole Shareholder,
President and Secretary Treasurer