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SECRETARY OF  
DIVISION OF CORPORATE  
03 JAN 13 PM 3:33

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(City/State/Zip/Phone #)

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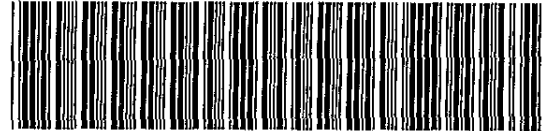
(Business Entity Name)

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N/C

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January 10, 2003

*Via Federal Express Delivery*

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee FL 32314

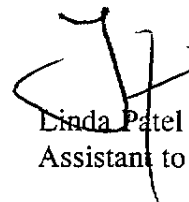
Re: RIVER BLUFF III CORP. [fka Carefree Marine, Inc.]/Corporate  
O&C File No.: 1766.001

To Whom It Concerns

Enclosed are the Articles of Amendment to Articles of Incorporation of Carefree Marine, Inc. with this firm's check in the amount of \$35.00, which represents the filing fee for same.

Should you have any questions or require additional information, please do not hesitate to contact me. Thank you in advance for your assistance in this regard.

Very truly yours,



Linda Patel  
Assistant to Christopher C. Cathcart

:lp  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CAREFREE MARINE, INC.**

Document No. P0200021598

*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:** Amendments adopted:


Article 1. Name. The name of the Corporation is changed to:

**RIVER BLUFF III CORP.**

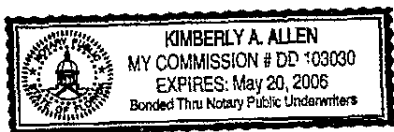
**SECOND:** The date of adoption of this Amendment is January 7, 2003.

**THIRD:** The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 10<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
BOB HEREFORD, as Sole Director, Sole  
Shareholder and Sole Officer

SWORN TO and subscribed before me this 10 day of January, 2003, by Bob Hereford, who is personally known to me or who produced Florida Drivers Lic. as identification.



Kimberly A. Allen  
NOTARY PUBLIC  
Print Name: Kimberly A. Allen  
My Commission No.: DD 103030  
My Commission Expires: May 20, 2006