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SMITH, THOMPSON, SHAW & MANAUSA ANN HILL		,
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2. (Corporation Name)	(Document #)	
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CR2E031(7/97)

AMENDMENT TO ARTICLES OF INCORPORATION OF PRIME COASTAL DEVELOPMENT, INC.

Pursuant to the provisions of Section 607.1001, Florida Statutes, this corporation adopts the following amendment to its articles of incorporation.

FIRST: The new board of directors shall be two in number and shall be as follows:

Jason Naumann

3033 Eliza Road, Suite 2

Tallahassee, Florida 32308

Terry Nelson

1437 Vieux Varre Tallahassee, Florida 32308

Tallahassee, Florida 323

The date of the amendment's adoption is May 28, 2003.

SECOND: The amendment was adopted by the board of directors and approved by a majority of the stockholders, and the number of votes cast by the shareholders was sufficient for approval.

DATED this 26th day of June, 2003.

PRIME COASTAL DEVELOPMENT, INC.

BY:

Director and President