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BAYWINDS REAL ESTATE INC.

February 12, 2003

Division of Corporations P.O. Box 327 Tallahassee, FI 32314

Ref: Articles of Amendment

Enclosed please find the Articles of Amendment and required fee for same. If there are any questions I may be reached at 561-791-3018.

Sincerely, Navere Gloan Kandall

DANESE SLOAN-KENDALL

9040 BAY HARBOUR CIRCLE WEST PALM BEACH, FL 33411

Office: 561-791-3018 Fax: 561-791-3019 Email: sloanken@aol.com

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

03 FEB 17 PH 3: 34
CALLAHASSEE, FLORIDA

Baywinds Real Estate, Inc.

(present name)

PO 20000 7/994 (Document Number of Corporation (If known)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article X

Article 10 is hereby added:

Officers and directors of the corporation are as follows:

Danese Sloan-Kendall, President David J. Kendall, Secretary

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: December 1, 2002		
	I: Adoption of Amendment(s) (CHECK ONE)		
ξ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
Ū	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 3/ day of Nocember, 2002.		
Signature Daw Low Low Land			
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
OR			
(By a director if adopted by the directors)			
	OR		
	(By an incorporator if adopted by the incorporators)		
	DANESE SCORN LENDALC (Typed or printed name)		
	incorporation of registered agent		