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ADMITTED IN
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July 29, 2002

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

**SUBJECT: ARTICLES OF AMENDMENT FOR PELICAN REAL ESTATE
& DEVELOPMENT WEST, INC.
OUR FILE NUMBER L02-147**

Enclosed is the original and one (1) copy of the Articles of Amendment for PELICAN
REAL ESTATE & DEVELOPMENT, INC.
and a check for \$35.00 for filing fee.

If you have any questions or concerns regarding the enclosed, please do not hesitate to
contact Linda Van Tassel at 850-231-3465.

FROM: FRANKLIN H. WATSON, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article AmendPelicanRealEstate&Development,LLC

*Linda
gave author correct
to make ac
8/6*

ac 8/6

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PELICAN REAL ESTATE & DEVELOPMENT WEST, INC.**

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.

The articles of incorporation of PELICAN REAL ESTATE & DEVELOPMENT ^{West,} INC. (Corp. Number: P02000075217) was amended by the corporation's Board of Directors on July 17, 2002, *Without Shareholder action AND Shareholder action was NOT required.*

Article IX and Article X of the articles of incorporation of PELICAN REAL ESTATE & DEVELOPMENT WEST, INC. was hereby changed and read as follows:

**ARTICLE IX
Initial Board of Directors**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws.

Ms. Jeanne Carter
75 West Hodge
Santa Rosa Beach, FL 32459

Mr. William H. Smith
449 Waterview Cove Drive
Freeport, FL 32439

Mr. Michael T. Bass
825 Bayshore Drive, #706
Pensacola, FL 32563

Therefa M.H. Bass
9654 Kauai Court
Gulf Breeze, FL 32563

**ARTICLE X
Initial Officers**

The corporation shall have the following officers:

Jeanne M. Carter, President
75 West Hodge
Santa Rosa Beach, FL 32459

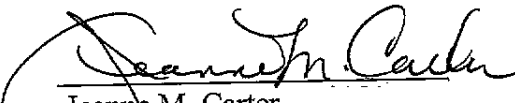
William H. Smith, Vice-President
449 Waterview Cove Drive
Freeport, FL 32439

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TALLAHASSEE, FLORIDA

Therefa M.H. Bass, Secretary/Treasurer
9654 Kauai Court
Gulf Breeze, FL 32563

The foregoing amendment to articles of incorporation was duly adopted by the Board of Directors on July 17, 2002.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on July 17, 2002.



Jeanne M. Carter