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**BASIC AMENDMENT**

**GRAND PELICAN BEACH, INC.**

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Amended  
TS 12/20/04

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GRAND PELICAN BEACH, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation.

**AMENDMENT ADOPTED:**

Article III. of the Articles of Incorporation is hereby deleted in its entirety and shall be substituted with the following:

**ARTICLE III  
AUTHORIZED SHARES**

The total authorized capital stock of the Corporation shall consist of 10,000 (ten thousand) shares of Common Stock, par value \$0.01 per share. The Board of Directors is authorized to determine preferences, voting rights and limitations of any class of shares, or one or more series within a class.

**Adoption of Amendment:** The amendment has been duly adopted pursuant to the joint written action of the Shareholders and the Board of Directors of the Corporation taken in accordance with sections 607.0704, 607.0821, 607.607.1002 and 607.1003, Florida Statutes.

The Amendment was adopted and shall be effective as of this 1<sup>st</sup> day of January 2003.

By:   
Printed Name: STEPHAN L. KRUSE  
Title: President

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