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CORPORATION NAME(S) & DOCUMENT NO	UMBER(S) (if known):
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1. FLORIDA LEISURE ASSOCIA (Comporation Name) 2.	UMBER(S) (if known): 27. ONS. INC PO300048332 ADocument #)
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NEW FILINGS	3	AMENDMENTS
Profit		Amendment
NonProfit		Resignation of R.A., Officer/Director
Limited Liability		Change of Registered Agent
Domestication		Dissolution/Withdrawal
Other] [Merger

Will wait

 OTHER FILINGS
Annual Report
 Fictitious Name :
 Name Reservation

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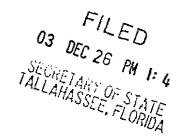
REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark

Examiner's Initials

Certificate of Status

ARTICLES OF AMENDMENT

TO



ARTICLES OF INCORPORATION

OF

FLORIDA LEISURE ASSOCIATIONS INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The corporate capitalization of FLORIDA LEISURE ASSOCIATIONS INC. states:

The number of shares the corporation is authorized to issue is **5,000**.

SECOND: The corporate capitalization of FLORIDA LEISURE ASSOCIATIONS INC. will be amended to state:

The maximum number of common shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$0.01), however,

- 4.1 **FIVE THOUSAND (5,000)** of the common shares shall be non-voting common shares and **FIVE THOUSAND (5,000)** of the common shares shall be voting common shares, and,
- 4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of the voting common shares shall be entitled to have unlimited voting rights on all shares and shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote, and,



- 4.3 The non-voting common shares shall carry no right to vote for election of directors of the Corporation and no right to vote on any matter presented to the Shareholders of the Corporation for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such non-voting common shares, and,
- 4.4 All holders of shares of common stock, whether voting or non-voting, upon the Dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred Shareholder.

THIRD: The Officers of the Corporation are listed as follows:

President:

Edward L. Windsor

Secretary:

Edward L. Windsor

Treasurer:

Edward L. Windsor

FOURTH: The Officers of the Corporation shall be amended to state:

President:

Edward L. Windsor

Vice President:

Jesse J. Wedick

Secretary:

Alan P. Perdomo

Treasurer:

Edward L. Windsor

FIFTH:

The date of the adoption of this amendment is the 1 December 2003.

SIXTH:

The Amendment was approved by the Shareholders. The number of votes cast for the

Amendment was sufficient for approval.

SEVENTH: This amendment shall be effective upon the filing of these Articles of Amendment to

Articles of Incorporation with the Secretary of State of Florida.

Signed this 1 December 2003.

Edward L. Windsor, Chairman of the Board of

Directors