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BASIC AMENDMENT

ENCORE DEVELOPMENT OF NORTH AMERICA, INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$35.00

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FIRST ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ENCORE DEVELOPMENT OF NORTH AMERICA, INC.

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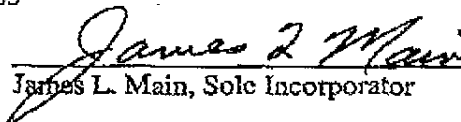
- I. The name of this Corporation is Encore Development of North America, Inc. ("Company").
- II. These Articles of Amendment were duly adopted by the undersigned as the sole incorporator of the Company pursuant to Florida Statutes Section 607.1005 prior to the issuance of any shares by the Company.
- III. These Articles of Amendment hereby amend the Articles of Incorporation as follows:

Article V entitled "Capital Stock" is hereby amended and restated in its entirety as follows:

"ARTICLE V - CAPITAL STOCK"

The total number of shares of all classes of stock which the Company shall have authority to issue is 4,500,000 shares, consisting of: (i) 2,000,000 shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock"), and (ii) 2,500,000 shares of common stock having a par value of \$.001 per share (the "Common Stock").

Dated this 8th day of August, 2003


James L. Main, Sole Incorporator

JAX1 #710954 v2

Prepared by James L. Main
Florida Bar No. 193367
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Jacksonville, FL 32202
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