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Fax Number : (850)205-0380

From: Account Name : GRAY, HARRIS & ROBINSON, P.A.
Account Number : 075154001651
Phone : (321)727-8100
Fax Number : (321)984-4122

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BASIC AMENDMENT

505 PARTNERS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
505 PARTNERS, INC.**

THE UNDERSIGNED, Incorporator of 505 PARTNERS, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is 505 PARTNERS, INC.

ARTICLE SECOND: The First Amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that ARTICLE IV of the current Articles of Incorporation is amended to provide as follows:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,470,000 shares of \$1.00 par value common stock.

ARTICLE THIRD: The Second Amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that ARTICLE VII of the current Articles of Incorporation is amended to provide as follows:

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 7115 South Tropical Trail, Merritt Island, FL 32952 and the name of the registered agent of this corporation at that address is G. BRIGGS KILBORNE.

ARTICLE FOURTH: The Third Amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that ARTICLE XV of the current Articles of Incorporation is amended to provide as follows:

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 7115 South Tropical Trail, Merritt Island, FL 32952.

ARTICLE FIFTH: The Amendment to the Articles of Incorporation of the Corporation reflected in ARTICLES SECOND, THIRD and FOURTH hereof were duly adopted by the Incorporator of the corporation on July 28, 2003, in accordance with Section 607.1005 of the Florida General Corporation Act (no shares of the corporation have been issued; no shareholder action required.)

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ARTICLE SIXTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Incorporator of the Corporation, has hereunto set his hand and seal this 28th day of July, 2003.


G. BRIGGS KILBORNE, Incorporator