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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

03 OCT -9 AM II: 38

TALLAHASSEE, FLORIDA

Paradise Beach Inc.

(present name)

(Document Number of Corporation (If known)

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 5 is amended to read:

President: Marc Rochman

Vice President: Heinz A. Buchbinder

Secretary: Zenna Buchbinder

Treasurer: Zenna Buchbinder

Article G is amended to add:

Joelle Rochman Zenna Buchbinder

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Stockholder list is reclassified to the following issued shares.

Marc Rochman - 500 Shares

Zenna Buchbinder- 500 Shares

THIRD: T	The date of each amendment's adoption: $8/4/03$		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
¥	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 2nd day of October, 2003.		
Signature_	Mare Rochman		
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	Marc Rochman (Typed or printed name)		
	President (Title)		

* "