

P03000089/70

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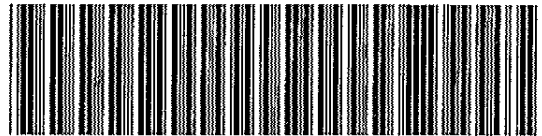
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN -9 PM 3:06

Jane Chang
&
Amendment
06/10/05
Dc

Forizs & Dogali, L.L.C.



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+ ALSO ADMITTED IN NY
+ ALSO ADMITTED IN CT

June 8, 2005

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Classic Real Estate Ventures

Dear Amendment Section:

Enclosed for filing please find the following:

- 1) Cover Letter;
- 2) Statement of Change of Registered Office or Registered Agent or Both for Corporations;
- 3) Articles of Amendment of Classic Real Estate Group, Inc.; and,
- 4) Two checks made payable to Florida Department of State in the amount of \$35.00.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Laura C. Jones
Legal Assistant

**ARTICLES OF AMENDMENT
OF
CLASSIC REAL ESTATE GROUP, INC.**

Document Number P03000089170

KNOW ALL MEN BY THESE PRESENTS: I, the undersigned, Kevin Wardle,
President, Treasurer and Secretary of Classic Real Estate Group, Inc. certify that on June 1, 2005,
the shareholder of the Corporation did adopt amendments to the Articles of Incorporation as
follows:

Amendments:

Article I is amended to read as follows:

"The name of this corporation is: CLASSIC WORLDWIDE, INC."

Article II is amended to read as follows:

**"The principal place of business and mailing address of this corporation is 215 Celebration
Place, Suite 330, Celebration, Florida 34747."**

The Registered Agent of the Corporation is changed as follows:

The name and street address of the registered agent and registered office currently on file with
the Florida Department of State:

Brian M. Mark
104 Church Street
Kissimmee, Florida 34741

Shall be changed to the name and street address of the new registered agent and registered office
as follows:

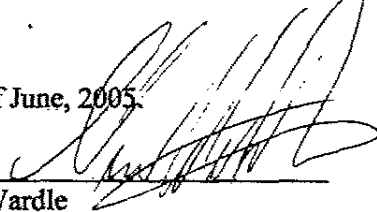
**William P. Gray, III, Esq.
390 North Orange Avenue, Suite 1825
Orlando, Florida 32801**

The number of votes cast for the amendments by the shareholder was sufficient for approval of
the above amendments.

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Dated at CELEBRATION, Florida, this THIRD (3rd) day of June, 2005.


Kevin Wardle

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

William P. Gray, III

June 6, 2005
(Date)