

MAY-24-05 14:57
Division of Corporations

FROM: AKERMAN SENTERFITT 16E.

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SOUTHERN DUNES CONDOMINIUMS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SOUTHERN DUNES CONDOMINIUMS, INC.

Pursuant to Sections 607.1006, 607.0704 and 607.0821
of the Florida Statutes

Southern Dunes Condominiums, Inc. (hereinafter called the "Corporation") does hereby certify as follows:

By written action in lieu of a meeting of the Board of Directors of the Corporation, a resolution was duly adopted setting forth a second amendment to the Articles of Incorporation of the Corporation and declaring said second amendment to be advisable. The stockholders of the Corporation duly approved said proposed second amendment by written action in lieu of a meeting of stockholders. The resolution setting forth the second amendment is as follows:

RESOLVED: That the first paragraph of Article FOURTH of the Articles of Incorporation of the Corporation be and hereby is deleted in its entirety and the following first paragraph of Article FOURTH is inserted in lieu thereof:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 16, 363,636 shares of Common Stock, \$0.01 par value per share ("Common Stock") and (ii) 1,000,000 shares of Preferred Stock, \$1.00 par value per share ("Preferred Stock").

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Second Amendment to be signed by its Secretary this 19 day of May, 2005.

SOUTHERN DUNES CONDOMINIUMS, INC.

By: Garrett Kenny

Garrett Kenny, Secretary