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EFFECTIVE DATE







May 11, 2010

Les W. Burke • Rob Blue, Ir. Edward A. Hutchison, Jr. Elizabeth J. Walters * Douglas L. Smith + Michael S. Burke M. Todd Burke William S. Henry** Denise H. Rowan** William C. Henry*** Joy Marler Masters J. Christopher Barr Dustin N. Dailey Michael J. Hauversburk Michael J. Henry Andrew B. Levy **** o

Of Counsel

* Also Admitted in Alabama

** Also Admutted in Georgia

*** Also Admitted in New York

**** Also Admitted in New York

**** Also Admitted in Illinois

**** Also Admitted in Illinois

**** Also Admitted in Massachusetts

+ Certified Circuit Court Mediator

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

Name of Corporation: Beachside Resorts, Inc.

Documents Number: P04000097056

Please find enclosed an original and one copy of Articles of Amendment for the above referenced corporation as well as a filing fee in the amount of \$43.75 (\$35.00 for the filing fee and \$8.75 for a certified copy).

Please return all correspondence concerning this matter to me at P.O. Box 70, Panama City, Florida 32401. If you need any additional information, please do not hesitate to call at (850) 769-1414. I remain,

Very truly yours,

Burke Blue Hutchison Walters & Smith, P.A.

Joy Marler Masters, Esq.

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AM 10: 44

Document Number P04000097056 FEI Number: 20-1286746

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BEACHSIDE RESORTS, INC.

Whereas, On or about June 24, 2004, Beachside Resorts, Inc., a Florida For Profit Corporation filed its Articles of Incorporation with the Florida Secretary of State as a part of a series of filings; and

Whereas, an error was made in the listing of the Directors and Shareholders of Beachside Resorts, Inc.; and

Whereas the undersigned, pursuant to Section 607.1006, Florida Statutes (2009), desire to amend and restate the Articles of Incorporation to accurately reflect the management and ownership of Beachside Resorts, Inc.;

Now therefore, the undersigned hereby adopt, amend, restate, make, acknowledge, and file the following amendment and restatement to its Articles of Incorporation:

ARTICLE I. NAME

The name of this Florida corporation is:

Beachside Resorts, Inc.

ARTICLE II. ADDRESS

The Corporation's mailing address is:

Beachside Resorts, Inc. C/O Gary Wise 10610 Front Beach Road Panama City, Florida 32407

Joy Marler Masters, Esq. Burke Blue Hutchison Walters & Smith, P.A. Florida Bar: 0854581 221 McKenzie Avenue Panama City, Florida 32401 (850) 769-1414

Document Number P04000097056 FEI Number: 20-1286746

ARTICLE III. REGISTERED AGENT

The name and address of the Corporation's registered agent is:

M. Todd Burke Burke Blue Hutchison Walters & Smith, P.A. 215 Grand Boulevard, Suite 101 Destin, Florida 32550

ARTICLE IV. BOARD OF DIRECTORS

The names of each member of the Corporation's Board of Directors and the action to be taken pursuant to these Articles of Amendment is as follows:

Title	Name	Address	Type of Action
Director	Gary Wise	10610 Front Beach Road Panama City Beach, FL 32407	Add
Director	John S. Paulson	85 A Mill Street Suite 200 Roswell, GA 30075	Remove
Director	Daniel Mitchel	85 A Mill Street Suite 200 Roswell, GA 30075	Remove

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE V. CAPITAL STOCK

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$0.01 per share.

ARTICLE VI. INCORPORATOR

The name and address of the original Incorporator is: Corporate Creations International, Inc. 941 Fourth Street Miami Beach, Florida 33139

Document Number P04000097056 FEI Number: 20-1286746

ARTICLE VII. CORPORATE EXISTENCE

This Amendment and Restatement of the Articles of Incorporation shall become effective on May 15, 2010 and the corporate existence will continue, having originally begun on June 25, 2004.

ARTICLE VIII. ADOPTION OF AMENDMENT AND RESTATEMENT

The amendment and restatement was adopted by the shareholders in a unanimous vote to approve.

Executed on this _______, 2010.

Gary Wise, Director

John S. Paulson, Former Director

Daniel Mitchel, Former Director