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BASIC AMENDMENT

ATLANTIC COAST ENTERPRISES OF BREVARD, INC.

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Amendment
4/5/05
DC

ATLANTIC COAST ENTERPRISES OF BREVARD, INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

ATLANTIC COAST ENTERPRISES OF BREVARD, INC.

Pursuant to the provision 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 VIII: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is are:

Sherry Pipgrass
606 Gladiola Street, Merritt Island, FL 32952
John Cicero
1863 Mosswood Dr., Melbourne, FL 32935

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 follow:

Article VIII. Shall now be amended and read as follows:

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses of the officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is are:

John Cicero
1863 Mosswood Dr., Melbourne, FL 32935

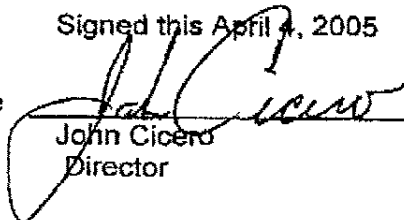
THIRD: The date of each amendment's adoption April 4, 2005

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this April 4, 2005

Signature


John Cicero
Director

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