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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

DATE: February 15, 2005

SUBJECT: ARTICLES OF AMENDMENT to ARTICLES OF
INCORPORATION of
NANTAHALA LIVING CORPORATION

DOCUMENT NUMBER: P04000169447

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRIGITTE JOHNSON

ACKERMAN, LINK & SARTORY, P.A.

222 LAKEVIEW AVENUE, SUITE 1250-ESPERANTE

WEST PALM BEACH, FL 33401-6143

For further information concerning this matter, please call:

BRIGITTE JOHNSON at (561) 838-4100 Ext # 28; FAX: (561) 838-5305

The following fee is submitted by check # 13477 for this request:

\$35.00 Filing Fee

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

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
NANTAHALA LIVING CORPORATION

Document Number: P04000169447

Pursuant to the provisions of Section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

ARTICLE IV
ADDRESS

The principal place of business and street address of the corporation shall be:

3111 South Dixie Highway
Suite 308
West Palm Beach, FL 33405

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3111 South Dixie Highway, Suite 308, West Palm Beach, FL 33405, and the name of the initial registered agent of the corporation at that address is Ami Shinitzky.

ARTICLE XII
INITIAL OFFICERS

The following individuals have been appointed as initial officers of the corporation:

<u>Name</u>	<u>Office</u>
Steve Lewis	President
Michael Danis	Vice-President
Ami Shinitzky	Vice-President/Treasurer
Tim Rook	Secretary

ARTICLE XIII
INITIAL DIRECTORS

The following individuals have been elected to serve as initial directors of the corporation:

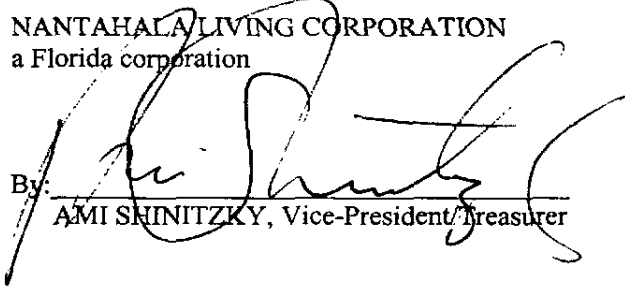
<u>Name</u>	<u>Address</u>
Steve Lewis	3197 Georgia Road, Franklin, NC 28734
Michael Danis	3111 South Dixie Highway, Suite 308, West Palm Beach, FL 33405
Ami Shinitzky	205 Westminster Road, West Palm Beach, FL 33405
Tim Rook	3197 Georgia Road, Franklin, NC 28734

Date of adoption of the above amendments: Feb 11, 2005.

The amendments were adopted by the incorporator without shareholder action, and shareholder action was not required.

Signed this 11 day of February, 2005.

NANTAHALA LIVING CORPORATION
a Florida corporation

By: 

AMI SHINITZKY, Vice-President/Treasurer

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PALM BEACH COUNTY, FLORIDA