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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SOLITAIRE INTERNATIONAL RESORTS, INC.

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Of Amend

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SOLITAIRE INTERNATIONAL RESORTS, INC.**

SOLITAIRE INTERNATIONAL RESORTS, INC., pursuant to Section 607.1006, Florida Statutes, hereby files the following Articles of Amendment:

1. The name of the Corporation is SOLITAIRE INTERNATIONAL RESORTS, INC.
2. Article VII of the Articles of Incorporation of SOLITAIRE INTERNATIONAL RESORTS, INC., is hereby amended to read as follows:

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u>	<u>Address</u>
Malachy D. Donnelly	1936 Lee Road, Suite 101 Winter Park, FL 32790
Mark Lazurus	1936 Lee Road, Suite 101 Winter Park, FL 32790

3. The foregoing amendment was adopted by a written action dated effective as of August 25, 2005.

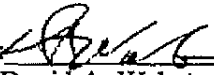
4. The foregoing amendment was adopted by the Incorporator of the Corporation without shareholder action, which was not required pursuant to Section 607.1005, Florida Statutes.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 25th day of August, 2005, as the incorporator.

W&P Services, Inc, a Florida Corporation

By: 
David A. Webster, President

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