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BASIC AMENDMENT

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Paradise Real Estate & Land Development Company

Pursuant to the provisions 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:

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Robert Gray-840 Potomac Drive, West Melbourne, FL 32904 - President

to be amended to:

ARTICLES V OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

Robert S. Gray-1900 S. Harbor City Boulevard, Suite 102, Melbourne, FL 32901 - President Robin Whittaker- 870 Galaxy Lane, Melbourne Beach, FL 32951 - Vice President Candy L. Gray-840 Potomac Drive, West Melbourne, FL 32904 - Secretary/Treasurer

SECOND:	If any amendment provides for an exchange, reclassification or cancellation of issued res, provisions for implementing the amendment if not contained in the amendment itself, are as follows:		
(HIRD:	The Date of each amendment's adoption: December 5, 2005		
OURTH:	Adoption of Amendment(s) (CHECK ONE):		
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"		
	voting group The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signatu	Signed this day of 2005. ure		
	President		
	Title		