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Florida Dept of State



August 21, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PEMBROKE HOLDINGS, INC.
1560 S DIXIE HWY SUITE 211
CORAL GABLES, FL 33146

SUBJECT: PEMBROKE HOLDINGS, INC.
REF: P06000106663

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PEMBROKE HOLDINGS, INC.

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Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, Pembroke Holdings, Inc., a Florida corporation, Document Number P06000106663 (the "Corporation"), in accordance with actions adopted before the issuance of shares by consent of its sole incorporator on August 17, 2006, hereby adopts the following amendment to its Articles of Incorporation:

Article VIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE VIII
Initial Board of Directors


The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

James M. Carr
1560 South Dixie Highway, Suite 211
Coral Gables, FL 33146

Harold Eisenacher
1560 South Dixie Highway, Suite 211
Coral Gables, FL 33146

Oscar Barbara
1560 South Dixie Highway, Suite 211
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 17th day of August, 2006.

BY: 
K. Lawrence Gragg
Incorporator