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FILED
SEP -4 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF COUNSEL

● (Board Certified Real Estate
Attorney)
■ (Board Certified City, County
and Local Government
Attorney)

August 28, 2002

Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: **Gem Inc. of Capri**

Amend

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Amendment for the above referenced corporation and a check in the amount of \$35.00 to cover the filing fees. Please send acknowledgment to my office. Should you have any questions, please feel free to contact me.

Sincerely yours,



Craig R. Woodward

CRW/ach
Enclosure

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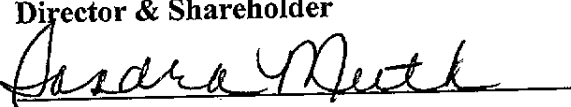
ARTICLES OF AMENDMENT

BE IT HERE KNOWN THAT **Gem Inc. of Capri** a duly registered corporation in the State of Florida, being officially registered January 3, 1994 under Charter Number P94000002334, files this Amendment to its Articles of Incorporation:

1. The name of the Corporation is **Gem Inc. of Capri**.
2. The Amendment to the Articles hereby changes Article IV., the number of authorized shares from 100 shares to 1000 shares of common stock.
3. The Amendment was adopted by a majority vote of the Shareholders of **Gem Inc. of Capri** on the 26 day of August, 2002 after approval of same by the Board of Directors.

(Corporate Seal)


James P. Muth, President
Director & Shareholder

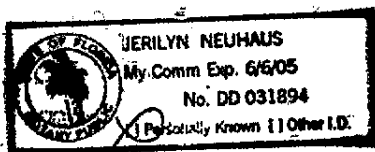

Sandra Muth, Secretary
Director

STATE OF FLORIDA COUNTY OF COLLIER

On this day personally appeared **James P. Muth, President and Sandra Muth, Secretary** for the above referenced corporation and after being duly sworn by me says that they signed the foregoing for the purposes and considerations therein expressed and in the capacity therein stated.

Signed this 26th day of August, 2002.

(SEAL)




Notary Public Signature

JERILYN NEUHAUS,
Notary Printed Name

My Commission Expires: 6/6/05
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