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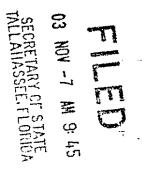
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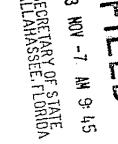


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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Lauderdale By-the-Sea Motel, INC.

(Present Name)

P94000031912

(Document Number of Corporation (If known)

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: (Indicate article number(s) being amended, added or deleted)

Name change of the comporation to Horizon By the Sea Inc

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: November 5, 2003
FOURT	I: Adoption of Amendment(s) (CHECK ONE)
Þ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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
	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.
	Signed this 5 day of November 2003
	Signature: (By a director, pychicent or other officer - it directors or officers have not been selected, by an incorporator - if it the hands of a received trustee or other sourt appointed fiduciary, by that fiduciary)
	Tok o Zyck (Typed or pelated passe of person signing)
	President (Title of person eleming)

FILING FEE: \$35