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BASIC AMENDMENT

ENCORE DEVELOPMENT, INC.

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AMEND
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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ENCORE DEVELOPMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Encore Development, Inc.
2. Article III of the Amended and Restated Articles of Incorporation is hereby amended to increase the authorized amount of shares the Corporation may have outstanding at any one time and is hereby amended in its entirety to read as follows:

"ARTICLE III - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares of common stock having a par value of one cent (\$.01) per share, and seven million five hundred thousand (7,500,000) shares of preferred stock having a par value of one cent (\$.01) per share. The Corporation's Board of Directors shall have the authority to establish series of the preferred stock and, by filing the appropriate Articles of Amendment with the Department of State of the State of Florida, to establish the designation of each series and the variations in rights, preferences and limitations for each series."

3. The Articles of Amendment to Amended and Restated Articles of Incorporation of the Corporation were duly adopted by written consent of the shareholders on August 30, 2000, and the number of votes cast for the amendment by the shareholders was sufficient for approval, in accordance with Florida Statutes Section 607.1006.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation, has executed these Articles of Amendment to Amended and Restated Articles of Incorporation this 30 TH day of August, 2000.

ENCORE DEVELOPMENT, INC.

By: _____

Patrick Allin

Chief Executive Officer