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P94000092244

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

AVATAR BEACH RESORT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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9/29/99

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AVATAR BEACH RESORT, INC.

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of AVATAR BEACH RESORT, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 21, 1994 under Charter No. P94000092244:

1. The members of the Board of Directors of the Corporation have recommended the following proposed change to the Articles of Incorporation to the shareholders of the Corporation, and the shareholders of the Corporation have unanimously voted to change the Corporation's Articles of Incorporation.

Therefore, Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

"ARTICLE I

NAME

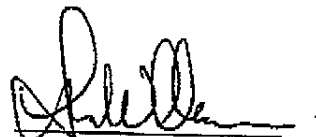
The name of the Corporation shall be AMBER BEACH
RESORT, INC."

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2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all the members of the Board of Directors and all the shareholders of the Corporation on July 31, 1999, and the number of votes cast for the name change amendment was sufficient for approval.

DATED this 25th day of August, 1999.

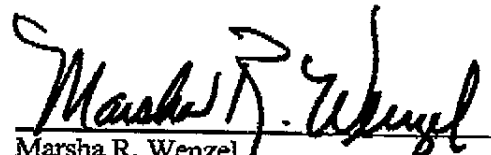

Thomas W. Mosser, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by Thomas W. Mosser, as President of AVATAR BEACH RESORT, INC., a Florida corporation, on behalf of the corporation. Mr. Mosser has produced Tennessee Driver License #46345088 as identification.




Marsha R. Wenzel
Notary Public, State of Florida