

11/19/02 15:36 FAX 813 2286313

FOWLER WHITE TAMPA

001/004

Division of Corporations

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BASIC AMENDMENT

SUNBELT REAL ESTATE INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment

11/20/02

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SUNBELT REAL ESTATE INVESTMENTS, INC.**

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WHEREAS, the Articles of Incorporation of Sunbelt Real Estate Investments, Inc. were filed with and approved by the Secretary of State of the State of Florida on the 13th day of April, 1995; and

WHEREAS, it is the intention of the sole director and the sole stockholder of Sunbelt Real Estate Investments, Inc. that the Articles of Incorporation of Sunbelt Real Estate Investments, Inc. be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment hereinafter set forth was approved by the sole director and the sole stockholder pursuant to the provisions of Florida Statutes, Section 607.1003(5), effective the 16th day of September, 2002; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of Sunbelt Real Estate Investments, Inc. are hereby amended by deleting in its entirety the present Article VIII - Board of Directors and by substituting therefor the following, to-wit:

"ARTICLE VIII - Board of Directors

This corporation shall have one (1) director. The number of directors may be increased from time to time as provided for by the Bylaws. The name and address of the director of this corporation:

Ciriaco Sanchez

501 E. Kennedy Boulevard, Suite 1700
Tampa, FL 33602"

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FURTHER, THEREFORE, the Articles of Incorporation of Sunbelt Real Estate Investments, Inc. are hereby additionally amended by deleting in its entirety the present Article VII - Registered Office and Agent and Business Address and by substituting therefor the following, to-wit:

"ARTICLE VII - REGISTERED OFFICE AND AGENT AND BUSINESS ADDRESS

The street address of the registered office and business address of this corporation is: 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602. The name of the registered agent of this corporation at that address is: JEFFREY C. SHANNON."

FURTHER, THEREFORE, the Articles of Incorporation of Sunbelt Real Estate Investments, Inc. are hereby additionally amended by deleting in its entirety the present Article XI - Restrictions on the Transfer of Stock and by substituting therefor the following, to-wit:

"ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following in the amount set opposite it's name:

Exchange Investments Limited

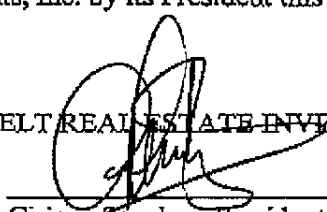
500 shares

Shares held by the shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation."

IN WITNESS WHEREOF, this First Amendment to Articles of Incorporation is hereby executed on behalf of Sunbelt Real Estate Investments, Inc. by its President this 18th day of November, 2002.

SUNBELT REAL ESTATE INVESTMENTS, INC.

By:


Ciriaco Sanchez, President

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CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(8), Florida Statutes.

Signature


Jeffrey C. Shannon
Registered Agent

Date

11-18-02