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00 AUG 14 PM 12:54

CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 796824 4144A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia P. [signature]

ORDER DATE : August 14, 2000

ORDER TIME : 11:22 AM

ORDER NO. : 796824-005

200003355292--6

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight LLP
Suite 3000
701 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: PALM RIVER INVESTMENTS CORP.

EFFECTIVE DATE:

*Order
8-14-00
[initials]*

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

OFFICER/DIRECTOR RESIGNATION

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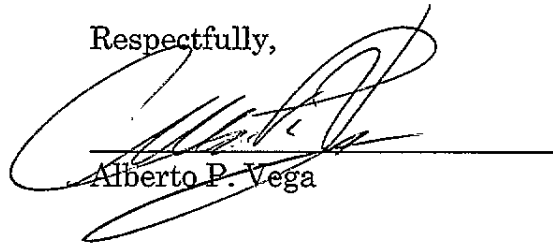
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

August 1, 2000

Palm River Investments Corp., a
Florida corporation
2121 Ponce De Leon Blvd.
Coral Gables, Florida 33134

I hereby resign from my positions/offices as Director, Vice President and Secretary and any other positions/offices held by me effective as of the 2ND day of AUGUST, 2000.

Respectfully,



Alberto P. Vega

MIA1 #958940 v1