

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ELITE RESORTS OF AMERICA, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ELITE RESORTS OF AMERICA, INC.**

Pursuant to Sections 607.1006, Florida Statutes, Elite Resorts of America, Inc., a Florida corporation, adopts the following amendment to its Articles of Incorporation:

FIRST: Article V, Initial Officers and Directors is amended, to read as follows:

ARTICLE V. OFFICERS AND DIRECTORS

The names and addresses of the Directors are as follows:

Eduard Mayer
14100 North Highway 19
Salt Springs, Florida 32134

Roseanne Mayer
14100 North Highway 19
Salt Springs, Florida 32134

The names and addresses of the officers are as follows:

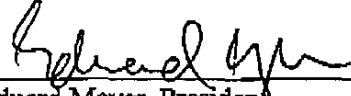
Eduard Mayer
President, Secretary and Treasurer
14100 North Highway 19
Salt Springs, Florida 32134

Roseanne Mayer
Vice President
14100 North Highway 19
Salt Springs, Florida 32134

SECOND: This Amendment was unanimously approved by all Shareholders and Directors of the corporation.

THIRD: This Amendment is signed by the President, Eduard Mayer, on behalf of all directors and shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of June, 2006.


Eduard Mayer, President

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