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OF COUNSEL

December 23, 1997

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/29/97--01064--004
*****35.00 *****35.00

RE: Paradise World 757, Inc.

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State is an Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of \$35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Petrillo

Elaine M. Petrillo
Legal Assistant

/emp
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 PM 1:37

Amend.
01-07-98
CC

**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PARADISE WORLD 757, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following amendment to its articles of incorporation:

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Boards of Directors, subject to any limitation set forth in the Articles of Incorporation. This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the members of the Board of Directors are:

William Bond Elliott
Director

3800A Southern Boulevard
West Palm Beach, FL 33406

Alexander Klebanov
Director

3800A Southern Boulevard
West Palm Beach, FL 33406

ARTICLE VII - OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William Bond Elliot
President

3800A Southern Boulevard
West Palm Beach, FL 33406

Ray Adams
Vice President/Secretary/Treasurer

3800A Southern Boulevard
West Palm Beach, FL 33406

Donna Desbiens
Assistant Secretary

3800A Southern Boulevard
West Palm Beach, FL 33406

These Articles of Amendment to Articles of Incorporation were adopted this 23 day of December, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 PM 1:37

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 23 day of December, 1997.



Maurice J. Baumgarten, Incorporator