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DAVID A. SCHWARTZ  
OF COUNSEL

November 20, 1997

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

RE: Paradise World F900, Inc.

600002355676--8  
-11/24/97-01122-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 31 PM 1:40

APPROVED  
AND  
FILED

/emp  
Encl.

3M  
p97000086854  
4 pg  
amend  
12-31-97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 4, 1997

**ANANIA BANDKLAYDER & BLACKWELL**  
**% ELAINE PETRILLO**  
**100 SOUTHWEST SECOND ST., SUITE 3300**  
**MIAMI, FL 33131-2144**

**SUBJECT: PARADISE WORLD F900, INC.**  
**Ref. Number: P97000086854**

We have received your document for PARADISE WORLD F900, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 997A00057290

**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**PARADISE WORLD F900, 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 18 day of December, 1997.

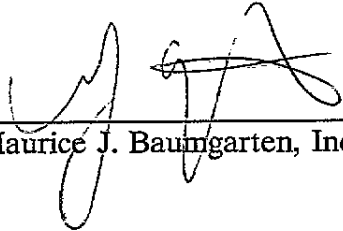
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 31 PM 1:44

APPROVED  
AND  
FILED

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

Signed this 18 day of December, 1997.

  
\_\_\_\_\_  
Maurice J. Baumgarten, Incorporator