



P980000022850

ACCOUNT NO. : 072100000032

REFERENCE : 764207 4351A

AUTHORIZATION *Patricia Pappas*

COST LIMIT : \$ 87.50

ORDER DATE : April 1, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 764207-005

CUSTOMER NO: 4351A

CUSTOMER: Ms. Donna M. Pappas
Heinrich Gordon Hargrove Weihe
Suite 206
140 Royal Palm Way
Palm Beach, FL 33480

800002475138--2

DOMESTIC AMENDMENT FILING

NAME: PALM BEACH CHIEFTAIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
98 APR -1 PM 3:08
RECEIVED
98 APR -1 PM 12:05
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

4/1
Amend
& Name
Change
C.C.

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Palm Beach Chieftain, Inc., a Florida corporation, filed in Tallahassee on March 9, 1998, and the subsequent amendments thereto, be and they hereby are amended in the following particulars:

Article 1

Is hereby amended to change the name from "...Palm Beach Chieftain, Inc." read in part

The name of this corporation is **Gatsby's Development Corp.**

Article IV - Stock

is hereby amended, in part, as follows:

The first sentence of the paragraph which reads as follows: "The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.10 (ten cents) par value per share." shall be deleted and the following shall replace it as follows:

"The Capital Stock of the Company shall consist of two (2) classes of Common Stock, Class A Voting Common Stock and Class B Non-Voting Common Stock, and one (1) class of Non-Voting Preferred Stock, Class A Non-Voting Preferred Stock.

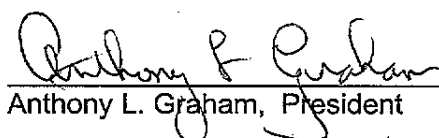
(1) The aggregate number Class A Voting Common shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.10 (ten cents) par value per share. Such Class A Voting Common shares shall be registered on the books and records of the company as issued shares, evidenced by the issuance of a share certificate.

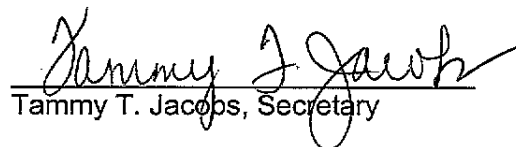
(2) The company is further authorized, from time to time, to issue up to 1,000,000 shares of Class B, Non-Voting, Common Stock, at \$1.00 (one dollar) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish. In no case shall such shares of Class B Non Voting Common Stock have any convertibility features into any other class of Common or Preferred Stock. .

(3) The aggregate number Class A Non-Voting Preferred Shares which this corporation shall have authority to issue is 200,000 shares of Class A, Non-Voting, Preferred Stock, at \$10.00 (ten dollars) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish."

[thence Article IV consisting of a sole paragraph to resume as follows "Fully-paid stock of this corporation shall not....."]

2. The foregoing amendments were adopted unanimously by the Stockholders and Directors on March 26, 1998.


Anthony L. Graham, President


Tammy T. Jacobs, Secretary

FILED
08 APR - 18 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA