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Nov. 24
September 15, 1999

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Certificate of Amendment to Articles of Incorporation for LACOUR PROPERTIES, INC.

Dear Sirs:

Please find our check in the amount of \$35.00 to cover the following fees and charges for the enclosed Articles of Incorporation and Designation:

Filing Fee \$ 35.00

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-12/02/99--01033--009

*****35.00 *****35.00

Thank you for your assistance in this matter.

Sincerely,



W. Denis Shelley, Esq.

WDS/tle

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:33

Amend
LFS 12-9-99

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LACOUR PROPERTIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3: 33

Pursuant to the written consent given by the Stockholders and Directors of the Corporation, the Articles of Incorporation are hereby amended to read as follows:

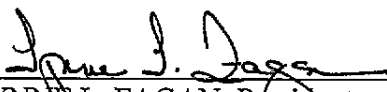
1. ARTICLE III. is hereby deleted in its entirety and the following ARTICLE inserted in its place and stead:

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **FIVE MILLION (5,000,000) SHARES** comprised of **ONE HUNDRED THOUSAND (100,000) SHARES** of voting common stock having no par value, which shall be designated "Series A" common shares, and **FOUR MILLION, NINE HUNDRED THOUSAND (4,900,000) SHARES** of non-voting common stock having no par value, which shall be designated "Series B" common shares. Other than voting rights, all other characteristics of Series A and Series B common shares shall be identical.

2. All other provisions of the Articles of Incorporation not otherwise in conflict herewith shall remain in full force and effect as if herein set out in full. The foregoing amendment was adopted by the Shareholders of this Corporation on 11-22-99.


In witness whereof the undersigned Officer of the Corporation has executed this Certificate of Amendment to the Articles of Incorporation this 22 day of November, 1999.



LYNNE L. FAGAN, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22nd day of November, 1999, by
LYNNE L. FAGAN who
X is personally known to me OR
_____ who has produced a _____ driver's license as identification.



Notary Public, State of Florida
My Commission expires:

