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LAW OFFICES OF
SEEMANN & SCHUTT, P.A.

1105 Cape Coral Parkway East, Suite C
Cape Coral, Florida 33904
Tel.: (941) 540-7007; Telefax (941) 540-2154
e-mail: nauta@peganet.com

Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

FILED
OCT 15 AM 10:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

October 12, 1998

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

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-10/15/98--01056--013
*****35.00 *****35.00

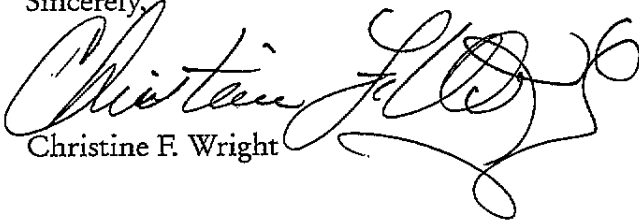
RE: ROTUNDA PEBBLE BEACH, INC.

To whom it may concern:

Enclosed herewith is an executed original and one copy of the Articles of Amendment for the above referenced company, together with our check for \$35.00. Please return the photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Sincerely,


Christine F. Wright

VS OCT 26 1998

Encl.

Christine Wright gave authorization
to remove "Initial" 10/22 JB Amend

ARTICLES OF AMENDMENT
OF
ROTUNDA PEBBLE BEACH, INC.

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above
named corporation are amended as follows:

1. Article VII is amended to read as follows:

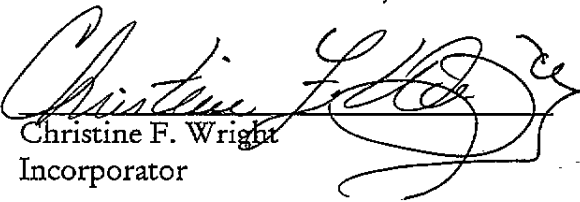
VII. ~~INITIAL~~ BOARD OF DIRECTORS

The name and address of each individual who shall serve as a member of the ~~Initial~~
Board of Directors are:

Ulrich Werner	Rosenhalerstr. 9/42, D-13127 Berlin Germany
Uwe Thormann	Weg 3, No. 57, D-12459 Berlin, Germany
Stefan Gregor	Achtermann Str., D-13127 Berlin, Germany

2. The foregoing amendment was unanimously approved on October 12, 1998 by the
sole incorporator without shareholder action prior to the issuance of any shares and therefore
shareholder action was not required.

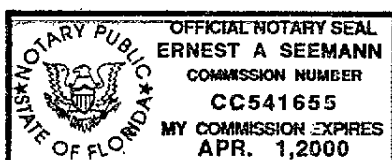
IN WITNESS WHEREOF, I the undersigned, have executed these Articles of
Amendment on October 12, 1998.

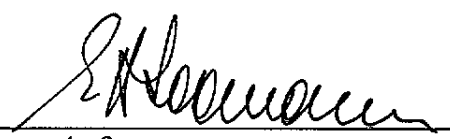

Christine F. Wright
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 12th day of October 1998, before me, an officer duly
qualified to take acknowledgments, personally appeared CHRISTINE F. WRIGHT, who is
personally known to me, and who executed the foregoing instrument, and acknowledged before
me that she executed the same.

My Commission Expires:
April 1, 2000




Ernest A. Seemann
Notary Public, State of Florida
Commission No.