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FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)
CONTACT: NANCY M PORCARI
PHONE: (561)659-5990

ACCT#: 104075003305

FAX #: (561)659-6313

NAME: CLUB DEAL 34, INC.

AUDIT NUMBER.....H98000019681

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

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FIRST AMENDMENT TO THE ARTICLES OF INCORPORATIONOFCLUB DEAL 34, INC.

Pursuant to Section 607.1006, Florida Statutes, the undersigned officer, being duly authorized, empowered and directed to act, hereby files this First Amendment to the Articles of Incorporation of CLUB DEAL 34, INC., a Florida profit corporation (the "Corporation") and hereby certifies the following:

1. The name of the Corporation is "CLUB DEAL 34, INC.
2. The original Articles of Incorporation of the Corporation were filed with the Florida, Department of State on July 2, 1998.
3. Article I of the original Articles of Incorporation shall be and hereby is amended by replacing Article I in its entirety to read as follows:

ARTICLE I

The name of the Corporation shall be CLUB DEAL 35, INC.

4. This Amendment shall be adopted as of October 22, 1998.
5. This Amendment was approved by the shareholder. The number of votes cast for the amendment was sufficient for approval.
6. Except as amended by this First Amendment, the Articles of Incorporation of the Corporation are hereby adopted and restated as set forth in the original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Articles of Incorporation this 22 day of October, 1998.

Prepared by:
James R. Kay, Esq.
FL BAR No. 298166
Akerman, Senterfitt, & Eidson, P.A.
Phillips Point East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401
WR-120e5.1

CLUB DEAL 34, INC.,
a Florida corporation

By: Linda Kassof
Linda Kassof
Its Vice President

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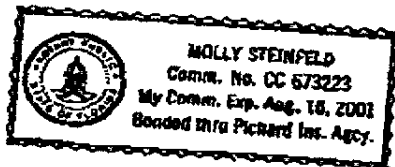
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STATE OF FLORIDA)

COUNTY OF Broward)

I HEREBY CERTIFY THAT on this 22 day of October, 1998, before me personally came Linda Kassof, who is personally known to me, or who has exhibited _____ as identification to me, and who acknowledged execution of the foregoing instrument.



(SEAL)

Molly Steinfeld
Notary Public, State of Florida
Print Name: MOLLY STEINFELD
Commission Number: CC673223
My Commission Expires: Aug 18, 2001