19800001364 TMCAY G. HARES & ASSOCIATES, P.A.

Attorneys At Law

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SERVING COMMING

September 10, 1999

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

> Re: Pier Hotel, Inc. #P98000101364

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation and the Statement of Change of Registered Office or Registered Agent or Both for the above-referenced corporation. A check in the amount of \$70.00 is included for the filing fees.

Thank you for your assistance.

Sincerely yours,

DEBRAH MAYWORTH

Legal Assistant

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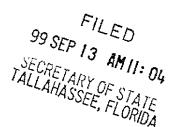
******70.00 *****35.00

Amend

V. SHEPARD SEP 2 0 1999.

ARTICLES OF AMENDMENT TO THE ARTICLES

OF INCORPORATION



OF

PIER HOTEL, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed December 4, 1998, #P98000101364.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VI shall be amended to delete the name of the original director of the corporation:

Delete: JOSEPH POTTSCHMIDT - Director/President
P.O. Box 772
Land O'Lakes, FL 34639

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption:

The amendment of Article VI was adopted on the Athday of September, 1999.

FOURTH: Adoption of amendment: (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting

| | group)." | |
|----------|--|--|
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | |
| <u> </u> | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | |
| | Signed this 9 day of September, 1999. | |
| | Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | |
| | OR | |
| | (By a director if adopted by the directors) | |
| | OR | |
| | (By an incorporator if adopted by the incorporators) | |
| | KENNETH RUDDOCK | |
| | Typed or printed name | |
| | | |

Chairman of the Board of Directors Title