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Division of Corporations

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BASIC AMENDMENT

CED TROPICAL PARK, INC.

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**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CED TROPICAL PARK, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of CED Tropical Park, Inc. (the "Corporation") were filed with the Secretary of State of Florida on December 22, 1998;

WHEREAS, it is the intention of the Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be amended to authorize voting and non-voting shares, effective the date this Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth;

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by unanimous written consent of the Directors and Shareholders, pursuant to the provisions of Section 607.1006, 607.0821, and 607.0704 of the Florida Business Corporation Act on the 7th day of October, 2003.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Secretary of State of Florida, by deleting in its entirety Article III and substituting therefor the following:

The total number of share of capital stock authorized to be issued by the Corporation shall be 22,000, 2,000 Voting Common shares and 20,000 Non-Voting Common shares. The holders of the shares classified and designated as Voting Common stock shall be entitled to one (1) vote per share at all meetings of the shareholders of the Corporation and in all matter on which shareholders are entitled to vote. The holders of the shares classified and designated as Non-voting Common stock shall not be entitled to vote. Each share of Voting Common and Non-voting Common stock shall participate equally with every other share of such stock in all dividends paid by the Corporation and in the assets of the Corporation upon its liquidating or dissolution. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

Upon amendment of Article III as stated above, each of the shares of common stock outstanding as of October 7, 2003, shall be exchanged for one (1) share of Voting Common stock and ten (10) shares of Non-voting Common stock.

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IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 7th day of October, 2003.

CED TROPICAL PARK, INC.

By: 

Alan H. Ginsburg, President