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LAW OFFICES
ANTHONY G. COLEMAN, JR., P.A.

6194 North Federal Highway
Boca Raton, Florida 33487

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JANUARY 28, 1999

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

RE: CORPORATE AMENDMENT

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND ONE (1) SET OF DULY EXECUTED ARTICLES OF
AMENDMENT FOR SOUTH 40 HOLDING(S), INC., DUPLICATE OF SAME AND
PAYMENT IN THE AMOUNT OF \$35.00.

AFTER FILING SAME AND ISSUING CERTIFICATE OF AMENDMENT, PLEASE
FORWARD THE DATE STAMPED COPIES AND CHARTERS TO:

ANTHONY G. COLEMAN, JR., P.A.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

SINCERELY,


ANTHONY G. COLEMAN, JR., ESQ.

NC Amend
2-5-99
DWS

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

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

99 FEB - 1 PM 3:28

FILED

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTH 40 HOLDING, INC.**

We, the undersigned, hereby agree to this Amendment to the Articles of Incorporation of SOUTH 40 HOLDING, INC., a Florida corporation, and hereby amend same as follows:

ARTICLE I

The name of the Corporation is hereby changed to: SOUTH 40 HOLDINGS, INC.

ARTICLE II

The name and address of the director is hereby changed to:

ROBERT HALLARAN
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

We, the undersigned, being all the shareholders of voting stock of SOUTH 40 HOLDING, INC., for the purpose of submitting this Amendment to the Articles of Incorporation, do subscribe and acknowledge this Amendment, hereby declaring and certifying the facts herein stated are true, and accordingly, have hereunto set our hands this date: JANUARY 27, 1999.

This cause came before the shareholders of the corporation on JANUARY 27, 1999, and was unanimously approved.

x 
ROBERT HALLARAN, President/Sole Shareholder

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a duly authorized Notary Public, in the County of Broward, State of Florida, this day appeared personally, ROBERT HALLARAN, to me well known to be the person described in and who executed the foregoing Amendment to the Articles of Incorporation, as a free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal at Broward County, Florida, on JANUARY 27, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

This Amendment to the Articles of Incorporation Prepared By:

Anthony G. Coleman, Jr., P.A.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368563

NOTARY PUBLIC - STATE OF FLORIDA
DEBORAH L. WHITESIDE
COMMISSION # CC725997
EXPIRES 8/27/2002
BONDED THRU ASA 1-888-NOTARY

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

99 FEB -1 PM 3:28

FILED