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DIVISION OF CORPORATIONS

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Account Name : FELDMAN & ROBACK
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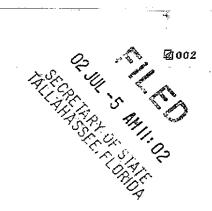
Phone : (941)758-8888 Fax Number : (941)751-5556 02 JUL -5 AM II: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

POTOMAC HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

7/5/2002



ARTICLES OF AMENDMENT

POTOMAC HOLDINGS, INC., A FLORIDA CORPORATION

1. The following provisions of the Articles of Incorporation of POTOMAC HOLDINGS, INC., a Florida Corporation, filed in Tallahassee on February 15, 1999, be and they are hereby amended in the following particulars:

ARTICLE ONE: NAME, is hereby amended to read as follows:

The name of the corporation shall be PALMA SOLA BAY CLUB DEVELOPMENT, INC., and the address of its principal office is 2919 26th St. W., Bradenton, Florida 34205, until and unless such address is subsequently changed by the corporation.

- POTOMAC HOLDINGS, INC. is a Florida Corporation consisting of less than 35 shareholders.
- 3. The foregoing amendment to the Articles of Incorporation was adopted by the unanimous written consent of all directors and shareholders of POTOMAC HOLDINGS, INC., that number being sufficient for approval of the amendment, on the _____ day of July, 2002.

Jack Jawitz

President and Secretar

STATE OF FLORIDA COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this day of July, 2002, by Jack Jawitz, as President and Secretary, of POTOMAC HOLDINGS, INC., a Florida Corporation, on behalf of the corporation, he is personally known to me or has produced as identification:

NOTARY PUBLIC

PEGGY A. SWISHER

MY COMMISSION # DD 067604

EXPIRES: January 28, 2006

H800-3-NOTARY. FL Notary Service & Bonding, Inc.

PEGGY A. SWISHER

MY COMMISSION EXPIRES:

(SEAL)

02-2902 Amendment

CORPORATE RESOLUTION

I, the undersigned officer of POTOMAC HOLDINGS, INC., a Florida Corporation, organized and existing under the laws of the State of Florida, do hereby certify that at a meeting of the Board of Directors of said corporation, duly held on the _____ day of July, 2002, a quorum being present, the following resolution was adopted and that said resolution has been entered upon the regular Minute Book of said corporation, is in accordance with the By-Laws, and is now in full force and effect, to wit:

RESOLVED, that it is in the best interests of the corporation to amend its Articles of Incorporation in accordance with that proposed amendment to the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

I FURTHER CERTIFY, that the foregoing resolution is fully in accordance with and pursuant to the By-Laws of said corporation. I further certify the following persons, whose genuine signatures appear below, are the officers of said corporation in the capacity set opposite their respective signatures, to wit:

POTOMAC HOLDINGS
A FLORIDAL CORPORATION

Jack Jawitz

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of said corporation this day of July, 2002.

Jack Jawitz, Secretary

President and Secretar

02-2920. Resolution