



THE UNITED STATES
CORPORATION
COMPANY

P99000015461

ACCOUNT NO. : 072100000032

REFERENCE : 528706 4346980

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 35

ORDER DATE : December 23, 1999

ORDER TIME : 4:06 PM

ORDER NO. : 528706-005

500003079795--0

CUSTOMER NO: 4346980

CUSTOMER: William R. Swindle, Esq
Kalish & Ward
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

Amended

DOMESTIC AMENDMENT FILING

NAME: BAYSHORE EAST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

FILED
99 DEC 23 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 23 PM 4:50
DEPARTMENT OF REVENUE
DIVISION OF TAXATION
TALLAHASSEE, FLORIDA

FOR
12/27/99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAYSHORE EAST CORPORATION

99 DEC 23 PM 4:55
FILED
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act, Bayshore East Corporation adopts these Articles Amendment:

FIRST: The name of the corporation is Bayshore East Corporation.

SECOND: Article III of the corporation's Certificate of Incorporation is amended entirely to read as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.001 per share and divided into 10,000 shares of Class A common stock and 90,000 shares of Class B common stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable. The Corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.


The Class A common stock is voting stock and the Class B common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A common stock. Holders of shares of the Class A common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A common stock and the Class B common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

THIRD: The foregoing amendment to Article III was adopted and approved by the board of directors of the corporation by written consent without a meeting on December 16, 1999, and presented to the shareholders of the common stock of the corporation (the only class of shareholders entitled to vote on the proposed amendment) for their consideration, with the recommendation that the shareholders approve the proposed amendment. The shareholders of the common stock of the corporation, which constitutes a sufficient number of votes to approve the amendment, adopted and approved the foregoing amendment to Article III on December 16, 1999, by written consent without a meeting.


FOURTH: The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

EXECUTED: December 16, 1999

ATTEST:

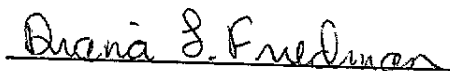

BETH C. LEWIS
Secretary

BAYSHORE EAST CORPORATION

 (SEAL)
JAMES W. LEWIS, JR.
PRESIDENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 16th day of December, 1999, by James W. Lewis, Jr., as President of Bayshore East Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

 (SEAL)



Diana L. Friedman
My Commission CC618306
Expires February 3, 2001

Notary Public

My Commission Expires:

February 3, 2001

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 16th day of December, 1999, by Beth C. Lewis, as Secretary of Bayshore East Corporation, a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

Diana L. Friedman (SEAL)

Notary Public



Diana L. Friedman
My Commission CC618306
Expires February 3, 2001

My Commission Expires:

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