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FAMILY PARADISE ISLAND RESORT, INC.

107900 Overseas Highway Key Largo, FL 33037

Tel: 305-451-1133

Fax: 305-451-4362

July 14, 1999

Florida Division of Corporations Amendment Section 409 East Gaines Street Tallahassee, FL 32399

Re:

Articles of Amendment to Articles of Incorporation of Family Paradise Islan. Resort. Inc.

Dear Sir of Madam:

Enclosed please find an original, signed Articles of Amendment of Articles of Incorporation of Family Paradise Island Resort, Inc. for filing with the Secretary of States together with a check in the amount of \$43.75 representing the \$35 filing fee and \$8.75 for a certified copy of the filing.

Thank you for your attention to this matter.

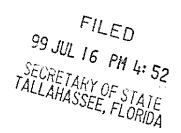
Very truly yours,

Reinhard Schaupp

President

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FAMILY PARADISE ISLAND RESORT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

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

ARTICLE 5 - OFFICERS:

ARTICLE 5 - OFFICERS is hereby amended to read:

The officers of the Corporation shall be:

President:

Reinhard Schaupp

Secretary:

Karina Schaupp

Treasurer:

Karina Schaupp

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S):

ARTICLE 6 - DIRECTOR(S) is hereby amended to read:

The Director(s) of the Corporation shall be:

Reinhard Schaupp Karina Schaupp

whose addresses shall be the same as the principal office of the Corporation.

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:

Not Applicable

FOURTH: Adoption of Amendment(s) (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. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Signed this /374 day of July, 1999. Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) REINHARD SCHAUPP Typed or printed name PRESIDENT Title

THIRD: The date of each amendment's adoption: July 12, 1999.