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CORPORATION NAME(S) & DOCUM	ENT NUMBER(S), (if known):
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	AMENDMENTS	
NEW FILINGS	Amendment	
ProfitNot for Profit	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/WithdrawalMerger	
Other	-	
OTHER FILINGS	REGISTRATION/QUALI	
Annual ReportFictitious Name	 Foreign Limited Partnership Reinstatement 	Amend
	Trademark Other	SHEPARD MAR 3 1 2000
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AMENDMENT OF RECORD KLONDIKE INTERNATIONAL, INC.

DO MAR 23 AM 9: 32

1. The name of the Corporation is KLONDIKE INTERNATIONAL, $INC^{1/4}_{A}$ Spride SI_{AIE} corporation (the "Corporation"), filed with the Florida Department of State on June 24, 1999 under OR/DA Document Number P99000057597.

2. The address of the principal place of business of this Corporation is hereby amended to:

6900-29 Daniels Parkway Ft. Myers, Florida 33912

3. The mailing address of this corporation is hereby amended to:

P.O. Box 133 6900-29 Daniels Parkway Ft. Myers, Florida 33912

4. The number of Directors of the Corporation is amended to one Director who will serve on the Board of Directors. The name and address of the sole Director of the corporation is:

Name

Address

Axel Kallenborn

P.O. Box 133 6900-29 Daniels Parkway Ft. Myers, FL 33912

5. The foregoing amendments were unanimously adopted by all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them as of December 31, 1999.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment this _____ day of March, 2000.

Axel Kallenborn, Director

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