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BASIC AMENDMENT

LONGWOOD EQUESTRIAN CENTER, INC.

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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
LONGWOOD EQUESTRIAN CENTER, 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 adopted:

ARTICLE I PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

205 Lazy Acres Lane
Longwood, FL 32750

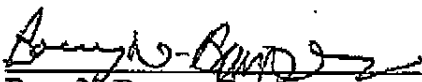
SECOND: If an amendment provides for exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment is not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 11, 2000.

FOURTH: Adoption of Amendment:

The amendment was approved by the ~~incorporator~~. The number of votes cast for the amendment was sufficient for approval.

Signed this 11th day of November, 2000.



Barry N. Brumer, Esq.
Incorporator

5728 Major Blvd, Suite 311
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