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CIVIL TRIAL LAWYER
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ADDITIONAL JURISDICTIONS

*ADMITTED IN ILLINOIS

**ADMITTED IN U.S. VIRGIN ISLANDS

***ADMITTED IN MICHIGAN

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†††ADMITTED IN WISCONSIN

August 23, 2001

Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

43.75

RE: Amendment to Articles of Incorporation
ST. PETE SUNSHINE CAPITAL, INC.

Gentlemen:

Enclosed herewith are two copies of the Amendment to Articles of Incorporation for ST. PETE SUNSHINE CAPITAL, INC., along with a check in the amount of \$78.75 for the Amendment Filing, Change of Registered Agent and Certified Copy charges.

Sincerely,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

*Amend
9-7-01
PHT*

PDB/sec
enclosures

01 AUG 30 AM 9:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

St. Pete Sunshine Capital, Inc.

St. Pete Sunshine Capital, Inc., a corporation of the State of Florida, filed September 9, 1999, whose registered office is located at 1740 Little Point Circle, Sarasota, FL 34231, certifies pursuant to the provisions of Section No. 607 of the Statutes of Florida, as amended, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on August 14, 2001, it was resolved by the vote of the holders of an appropriate majority of the shares of the one class entitled to vote that the Articles of Incorporation are amended to read as follows:

ARTICLE IV.

Registered Office and Agent

The street address of the replacement registered office of the Corporation is 1740 Little Point Circle, Sarasota, Florida 34231, and the name of the replacement registered agent is Paul D. Beitlich, whose address is 1740 Little Point Circle, Sarasota, Florida 34231

ARTICLE V.

Directors and Officers:

1. Paul D. Beitlich, Director, President, and Secretary
1740 Little Point Circle
Sarasota, Florida 34231
2. Pamela K. Beitlich, Director, Vice-President, Treasurer
1740 Little Point Circle
Sarasota, Florida 34231
3. Jana Hamilton, Assistant Secretary
2201 Cantu Court, #118
Sarasota, Florida 34232

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation shall have two director(s). The number of directors may be increased or diminished from time to time as provided by the Bylaws.

ARTICLE VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

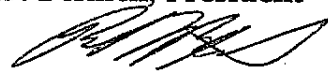
1740 Little Point Circle
Sarasota, Florida 34231

Signed on August 14, 2001.

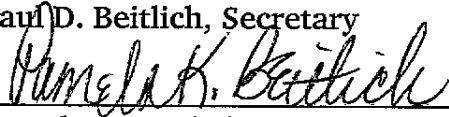
St. Pete Sunshine Capital, Inc.

By: 

Paul D. Beitlich, President



Paul D. Beitlich, Secretary

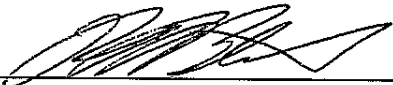


Pamela K. Beitlich, V.P., Treasurer

AMENDED CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to Section 607.034, Florida Statutes, ST. PETE SUNSHINE CAPITAL, INC., desiring to organize under the laws of the State of Florida, has named Paul D. Beitlich, located at 1740 Little Point Circle, Sarasota, Florida 34231 as its agent to accept service of process within this state in replacement of and for Peter Richard.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Paul D. Beitlich
(Registered Agent)

01 AUG 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED