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ACCOUNT NO. : 072100000032

REFERENCE: 089624

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AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE: May 12, 2003

ORDER TIME : 11:05 AM

ORDER NO. : 089624-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln

Cohen Norris Scherer

Suite 400

712 U.s. Highway 1

North Palm Bch, FL 33408-7146

DOMESTIC AMENDMENT FILING

NAME:

BAYSHORE REAL ESTATE GROUP,

INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

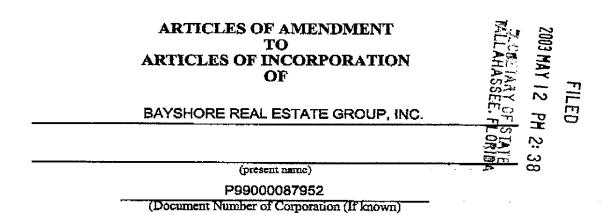
XX CERTIFIED COPY

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___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS:



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)

THE PURPOSE OF THIS AMENDMENT IS TO ADD MARIE ANTOINETTE LESME AS A VICE PRESIDENT 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:

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THIRD:	The date of each amendment's adoption: APRIL 3, 2003	
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	
	(· o · · · · · · · · · · · · · · · · ·	
2	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 day of MAY 2003	
Signature	A President	
.	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
OR		
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	DAVID H. PEERS	
	(Typed or printed name)	
	DIRECTOR/PRESIDENT	
	(Title)	