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BASIC AMENDMENT

BEACH AREA PROPERTIES, INC.

Certificate of Status	0
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Amendment

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Gray Harris Robinson PA
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 16, 1999

BEACH AREA PROPERTIES, INC.
1579 STAFFORD AVENUE
MERRITT ISLAND, FL 32952

SUBJECT: BEACH AREA PROPERTIES, INC.
REF: P99000106024

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E99000031970
Letter Number: 899A00059086

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
 TO
ARTICLES OF INCORPORATION
 OF
BEACH AREA PROPERTIES, INC.

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Gregory W. Glass, as Incorporator of Beach Area Properties, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is Beach Area Properties, Inc.

ARTICLE SECOND: Article VII of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, as follows:

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two (2) directors. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and mailing address of the directors are:

<u>Name</u>	<u>Address</u>
Frank Morrell	1579 Stafford Avenue Merritt Island, Florida 32952
Christine Morrell	1579 Stafford Avenue Merritt Island, Florida 329527

ARTICLE THIRD: The Amendment to the Articles of Incorporation of the Corporation set forth above was duly adopted by the Incorporator on December 13, 1999. No shareholder action is required in connection herewith.

ARTICLE FOURTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

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IN WITNESS WHEREOF, the Incorporator has executed these Articles of Amendment as of the 13th day of December, 1999.

Gregory W. Glass

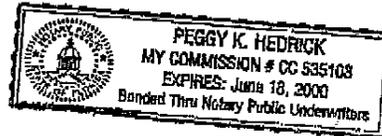
GREGORY W. GLASS, Incorporator

STATE OF FLORIDA)
) S.S.:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 13th day of December, 1999, by Gregory W. Glass, as the Incorporator of Beach Area Properties, Inc., a Florida corporation, who [] is personally known to me or [] produced _____ as identification.

Peggy K. Hedrick

Notary Public
My Commission Expires: **PEGGY K. HEDRICK**



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