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20 August 1999

The Honorable Sandra Mortham
Secretary of State
Attn: Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

900002994299--3
-09/22/99-01104-001
*****35.00 *****35.00

Re: Pioneer Development Enterprises, Inc.

Dear Sir or Madam:

Please find enclosed the following in connection with Pioneer Development Enterprises, Inc.:

1. Articles of amendment to articles of incorporation;
2. Certificate of designation of registered agent and acceptance; and
3. Pioneer's check in the amount of \$35.00.

Should you require any additional information or documentation to process the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,

DAVID McELRATH, P.A.

David McElrath
DLM:lgk

Enclosures as stated

SIGNED BY MR. McELRATH'S
SECRETARY IN HIS ABSENCE
TO SPEED DELIVERY

AUTHORIZATION BY PHONE TO
CORRECT NAME & TYPE
DATE 9-28
SOC. SECT. 1/2

FILED
99 SEP 22 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
RC
9/28

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PIONEER DEVELOPMENT ENTERPRISES, 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:

FILED
99 SEP 22 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII Amended: Robert K. Hunter is registered agent. His office address is 5810 Washington Street, Naples, Florida, 34109

Article VIII Amended: Board of Directors - Robert K. Hunter and Brian Hunder
5810 Washington Street
Naples, FL 34109

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:

THIRD: The date of each amendment's adoption: 9/30/99

FOURTH: Adoption of amendment(s) (check one)

(XX) 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 _____"
voting group

() 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 30 day of July, 1999.

Signature: 

By the chairman or vice-chairman of the board of directors, president or other officer if adopted by the shareholders)

OR

(By a director is adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERT K. HUNTER
Typed or printed name

PRESIDENT
Title

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

KNOW ALL MEN BY THESE PRESENTS that, pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, PIONEER DEVELOPMENT ENTERPRISES, INC. organized under the laws of the State of Florida, states that Robert K. Hunter, of 5810 Washington Street, Naples, Florida, 34109, a natural person and resident of Collier County, being the County in which the principal office of PIONEER DEVELOPMENT ENTERPRISES, INC. is located, is hereby appointed as the resident agent of the Corporation and the person on whom process, tax notices and demands against it may be served.

PIONEER DEVELOPMENT
ENTERPRISES, INC.

By: 

Dated: 7/30/99

ACCEPTANCE
5810 Washington Street
Naples, Florida 34109

The undersigned, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent of PIONEER DEVELOPMENT ENTERPRISES, INC. and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.


ROBERT K. HUNTER