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April 3, 2001

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04/06/01 01072-019
*****43.75 *****43.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Miami Beach Ocean Resort, Inc.

Dear Sir or Madam:

Enclosed please find two original counterparts of Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is the corporation's check in the amount of \$43.75 representing \$35.00 for the filing fee and \$8.75 for the fee needed to obtain a certified copy of the Articles of Amendment.

Please file the enclosed Articles of Amendment and return a certified copy to me in the enclosed self-addressed, stamped return envelope provided. Please note that the effective date of the Articles of Amendment is July 1, 2001. This will confirm, however, that the new name of the corporation, The Palms South Beach, Inc. will be immediately reserved for the captioned corporation effective as of the date of this filing and will not be available for use by any other parties in Florida even though the effective date of the name change as provided in the Articles of Amendment is July 1, 2001.

If you need anything further, please contact me at my Weston office at the address noted above or call me at (954) 385-9030. Thank you for your help in this matter.

NE Amend
4-12-01
RMS

Very truly yours,

Rebecca M. Miller

Rebecca M. Miller

01 APR -6 AM 9:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE MIAMI BEACH OCEAN RESORT, INC.**

FILED
01 APR -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Article I of the Articles of Incorporation is hereby amended by changing the name of the corporation from The Miami Beach Ocean Resort, Inc. to The Palms South Beach, Inc. which name change shall become effective July 1, 2001. Commencing July 1, 2001 this corporation shall be known as: The Palms South Beach, Inc.

SECOND: Article I of the Articles of Incorporation is hereby amended to change the principal office address and mailing address of the corporation to 3025 Collins Avenue, Miami Beach, Florida 33140.

THIRD: The address of the current registered agent for the corporation, Rebecca M. Miller, Esq., is changed to 2442 Poinciana Court, Weston, Florida 33327.

FOURTH: Article VI of the Articles of Incorporation is deleted in its entirety and replaced with the following:

The Board of Directors of this corporation shall consist of not less than one (1) Director, the exact number of Directors to be fixed from time to time by the Shareholders or the By-Laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the Shareholders. Subject to the By-Laws of this corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Shareholders. The Shareholders of this corporation may remove any Director from office at any time with or without cause.

FIFTH: Article VII of the Articles of Incorporation is hereby deleted.

SIXTH: The date of adoption of each of the foregoing amendments was March 20, 2001.

SEVENTH: All amendments were approved by the Shareholders of the corporation. The number of votes cast for these amendments was sufficient for approval.

EIGHTH: These Articles of Amendent shall become effective on July 1, 2001.

IN WITNESS WHEREOF, The Miami Beach Ocean Resort, Inc. has caused these Articles of Amendment to Articles of Incorporation to be signed in its name by its President and Secretary and its corporate seal affixed hereto this 26 day of March, 2001.

THE MIAMI BEACH OCEAN RESORT, INC.,
a Florida corporation

By: [Signature]
Hans-Joachim Krause, President

Attest: [Signature]
Ursula Maria Krause,
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of March, 2001, by Hans-Joachim Krause and Ursula Maria Krause, President and Secretary, respectively of The Miami Beach Ocean Resort, Inc., a Florida corporation, on behalf of said corporation. They are personally known to me or have produced as identification Passport and they did not take an oath.

[Signature]
Notary Public State of Florida
at Large

My commission expires:

