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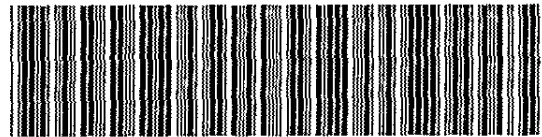
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April 1, 2004

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

FILED  
04 APR -5 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: Amendment to Articles of Incorporation of Spring Haven II, Inc.**

To Whom It May Concern:

I enclose one (1) original and one (1) copy of the Articles of Amendment in connection with the referenced corporation. Please file these Articles and return one copy to this office.

I also enclose this firm's check made payable to the Florida Department of State in the amount of **\$35.00** in payment of the required filing fees.

If you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Rita M. Holston  
Legal Assistant

/rmh

Enclosures

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION**

**OF**

**SPRING HAVEN II, INC.**

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TALLAHASSEE, FLORIDA

**SPRING HAVEN II, INC.**, a corporation organized and existing under the laws of the State of Florida, under the hand of the undersigned Director and pursuant to Section 607.1006 of the Florida Statutes, hereby certifies that on **March 31, 2004**, the Board of Directors of said corporation signed a written statement duly adopting and approving the following amendments to the Articles of Incorporation of the Corporation:

1. The name of the Corporation is changed to: **"SPH Ventures, Inc."**
2. The Corporation's principal address is changed to: **146 2<sup>nd</sup> Street North, Suite 200  
St. Petersburg, Florida 33701**

All other provisions of the Articles of Incorporation shall remain in full force and effect and shall not be modified hereby.

The foregoing action was duly approved by the unanimous vote of the Shareholders at the meeting of the incorporator and subscriber to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has set his hand and seal as a duly authorized act of the Corporation this 1 day of April, 2004.

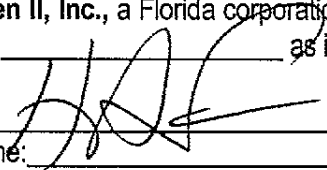
**Spring Haven II, Inc.,**  
a Florida corporation

By: 

**Christopher S. Youmans, President**  
(Corporate Seal)

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 1 day of April, 2004, by **Christopher S. Youmans**, as President of **Spring Haven II, Inc.**, a Florida corporation, on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Print Name: \_\_\_\_\_  
Notary Public for State of Florida (SEAL)  
My Commission Expires: \_\_\_\_\_