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## BASIC AMENDMENT

PALM 67, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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| Estimated Charge      | \$43.75 |

*Amendment*

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALM 67, INC.

Palm 67, Inc. ("Corporation") hereby amends its Articles of Incorporation and submits the following:

1. New Article IX to the Articles of Incorporation of Palm 67, Inc. is hereby added to read as follows:

"Article IX. DIRECTORS AND OFFICERS.

The initial directors of the Corporation are GLENN L. HALPRYN and ERNEST M. HALPRYN, and said persons will serve until the next annual meeting of the shareholders of the Corporation, or until the successors of such directors are duly elected and qualified.

The following individuals shall serve in the offices set forth after their respective names to serve until the next annual meeting of directors and until their successors are elected and qualify:

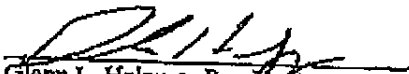
- Glenn L. Halpryn - President
- Judith A. Hoerner - Vice President/Secretary/Treasurer"

2. The foregoing amendment was adopted by the Shareholders and Board of Directors of this Corporation on SEPTEMBER 28, 2001.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment this 2<sup>ND</sup> day of OCTOBER, 2001.

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Robert A. Chaves, Esquire  
Teschler Chaves Rubin & Forman, P.A.  
2101 Corporate Boulevard, Suite 107  
Boca Raton, Florida 33431  
Florida Bar No. 283525

  
Glenn L. Halpryn, President

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