

H21965



ACCOUNT NO. : 072100000032

REFERENCE : 912527 9569A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 31, 1998

ORDER TIME : 2:19 PM

ORDER NO. : 912527-005

CUSTOMER NO: 9569A

500002604855--8
-07/31/98--01103--013
****105.00 *****35.00

CUSTOMER: John Paulich, Iii, Esq
Paulich Slack & Wolff, Pa
Suite 203
801 Anchor Rode Drive
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: PRETTY AS A PICTURE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT + N/C
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*****FILE FIRST*****

EXAMINER'S INITIALS:

FILED RECEIVED
98 JUL 31 PM 3:58 98 JUL 31 PM 3:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE, DIVISION OF CORPORATION

See 8/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

CSC
TAMARA
TALLAHASSEE, FL

SUBJECT: PRETTY AS A PICTURE, INC.
Ref. Number: H21965

We have received your document for PRETTY AS A PICTURE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 898A00040452

RESUBMIT
Please give original
submission date as file date.

RECEIVED
98 AUG -4 PM 2:46
DIVISION OF CORPORATIONS

7960002001

PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

July 28, 1998

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

RE: Pretty as a Picture, Inc./Studio 8, Inc.

Dear Sir/Madam:

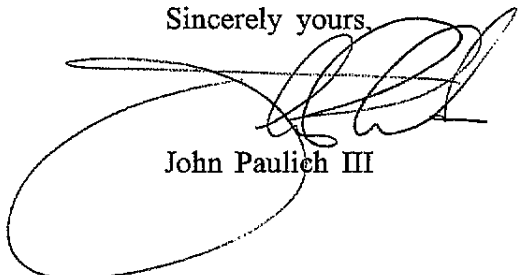
Enclosed, please find the following documents relating to the above referenced corporate names:

1. Corporate Resolution authorizing the name change for the corporation known as Pretty As A Picture, Inc. to Studio 8, Inc. and authorizing sale, or transfer for the name, Pretty As A Picture, Inc. to William N. Smith and Leslie A. Smith.
2. Articles of Amendment for the name change, "Pretty As A Picture, Inc." to "Studio 8, Inc."
3. New Articles of Incorporation being filed by William N. Smith and Leslie A. Smith for the new corporation to be known as Pretty As A Picture, Inc..
4. Check number 3199 in the amount of \$105.00 for the filing fees for the Articles of Amendment and the new Articles of Incorporation.

These documents will be filed on my behalf by CSC Networks. Please accept this letter as my authorization for them to walk these documents through the filing process and to return the appropriate certificates from the Department of State.

Thank you for your cooperation.

Sincerely yours,



John Paulich III

JP/sgb
enclosures

JOHN PAULICH III
Board Certified Real Estate Attorney

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PRETTY AS A PICTURE, INC.

FILED
98 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, KAREN JASSY, f/k/a KAREN KELLY is the sole Director and Shareholder of PRETTY AS A PICTURE, INC., a Florida corporation. Pursuant to §607.1001, Florida Statutes, I hereby give my consent that the Articles of Incorporation of PRETTY AS A PICTURE, INC., be amended as follows:

1. Article I, Name, to be amended to read as follows:

The name of the corporation shall be:

STUDIO 8 OF NAPLES, INC.

The principle place of business of this corporation shall be: 895 Turtle Court, Naples, Florida 34108.

IN WITNESS WHEREOF, I, the undersigned, has executed these Articles of Amendment on this 28th day of July, 1998.

By:

Karen Jassy
KAREN JASSY
Shareholder

Attested to By:

Karen Jassy
KAREN JASSY
Secretary

By:

Karen Jassy
KAREN JASSY
Director

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day of July, 1998 by KAREN JASSY, on behalf of the corporation. She is personally known to me and did not take an oath.

Donna S. Burke
Notary Public State of Florida
My Commission Expires:



Donna S. BURKE
My Comm Exp. 9/27/2001
Bonded By Service Ins
No. CC682931
[] Personally Known [] Other I.D.

RESOLUTIONS OF BOARD OF DIRECTOR'S
OF
PRETTY AS A PICTURE, INC.

TO: The Florida Department of State

The undersigned, as the sole Director and Shareholder of PRETTY AS A PICTURE, INC., adopted the below-detailed resolutions at a duly noticed and authorized meeting of the Director's and of the Shareholder's of said corporation held on July 28, 1998:

RESOLVED that, the Asset Purchase Agreement dated July 27, 1998, by and between PRETTY AS A PICTURE, INC., a Florida corporation and William N. Smith and Leslie A. Smith, of Naples, Florida, be and hereby is approved.

RESOLVED that, in accordance with the terms and conditions of the Asset Purchase Agreement, the corporate name, "PRETTY AS A PICTURE, INC.", be transferred, sold, and made available for immediate use to William N. Smith and Leslie A. Smith for a formation of a new corporation under the name "PRETTY AS A PICTURE, INC.".

RESOLVED that, Articles of Amendment be issued changing the corporate name from PRETTY AS A PICTURE, INC. to "STUDIO 8 OF NAPLES, INC."

The effective date of the above resolutions is July 28, 1998.

By:

Karen Jassy
KAREN JASSY
Director

Attested to By:

Karen Jassy
KAREN JASSY
Secretary

By:

Karen Jassy
KAREN JASSY
Shareholder

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day of July, 1998, by Karen Jassy, on behalf of the corporation and who is personally known to me or who has produced as identification, and who did not take an oath.

Sonya G. Burke
NOTARY PUBLIC
Sonya G. Burke
Print Name, NOTARY PUBLIC

My Commission Expires:



SONYA G. BURKE
My Comm Exp. 9/27/2001
Bonded By Service Ins
No. CC682931
[] Personally Known [] Other I.D.