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October 2, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 OCT -11 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: LIFESTYLES OF LYNNE, INC.

Dear Sir or Madam:

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-10/05/00--01017--002
*****35.00 *****35.00

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Lifestyles of Lynne, Inc., together with the Joint Corporate Action by the Director and the Shareholder Holding the Majority of Voting Stock of Lifestyles of Lynne, Inc., and a check in the amount of \$35.00 to cover the filing fee. Please provide me evidence of filing. If you have any questions, please feel free to contact me at the above address and phone.

Thank you in advance for your cooperation in this matter.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

Amend

† BROWN OCT - 9 2000

T 1 ENRS OCT 9 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LIFESTYLES OF LYNNE, INC.

FILED
00 OCT -4 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **LIFESTYLES OF LYNNE, INC.**, a Florida corporation ("Corporation"), filed with the Department of State on August 30, 2000, effective October 13, 1999, Charter No. P00000083215, are, and they are hereby amended as shown below:

1. Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III

The street address of the principal office of the Corporation is 289 Via Naranjas, Boca Raton, FL 33432-4909.

2. Article VII of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Lynne Reiss	289 Via Naranjas, Boca Raton, FL 33432-4909

3. Article IX of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IX

The names and street addresses of the initial officers of this corporation are as follows:

Title	Name	Address
President	Lynne Reiss	289 Via Naranjas, Boca Raton, FL 33432-4909
Secretary	Lynne Reiss	289 Via Naranjas, Boca Raton, FL 33432-4909

4. Article X of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE X

The names and street addresses of the initial directors of this corporation are as follows:

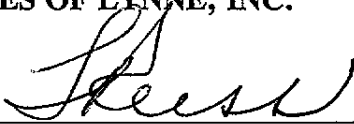
Name	Address
Lynne Reiss	289 Via Naranjas, Boca Raton, FL 33432-4909

The foregoing amendment was adopted by a Joint Corporate Action by the Director and the Shareholder holding a majority of the voting stock of this Corporation, effective as of October 2, 2000.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of October 2, 2000.

LIFESTYLES OF LYNNE, INC.

By:



Lynne Reiss, President

**JOINT CORPORATE ACTION BY
THE DIRECTOR AND THE SHAREHOLDER
HOLDING THE MAJORITY OF VOTING STOCK OF
LIFESTYLES OF LYNNE, INC.**

The undersigned, being the Director and the shareholder holding the majority of the voting stock of **LIFESTYLES OF LYNNE, INC.**, a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors and the shareholders:


RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the principal office of the Corporation, and the addresses of the person signing the articles of incorporation the President, the Secretary and the director to 289 Via Naranjas, Boca Raton, FL 33432-4909 as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 2nd day of October, 2000.

IN WITNESS WHEREOF, the undersigned, being the Directors and the shareholder holding a majority of the voting stock of this Corporation, have hereunto set their hands and seals for the purpose herein expressed.

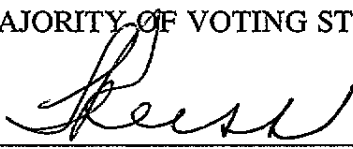
Dated as of October 2, 2000.

DIRECTOR:



LYNNE REISS

SHAREHOLDER HOLDING
MAJORITY OF VOTING STOCK:



LYNNE REISS