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FILED

01 OCT 30 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Balboa Passage Designs, Inc.

Florida Department of State,
Division of Corporations,
409 E. Gaines St.,
Tallahassee, FL 32399

100004659451--0
-10/30/01--01072--003
*****43.75 *****43.75

To Whom It May Concern:

Enclosed is the Articles of Amendment for Balboa Passage Designs, Inc.
Our mailing address, which is also our registered business location, is as
follows:

Balboa Passage Designs,
1445 Dolgner Place,
Sanford, FL 32771.

Our business telephone number is (407) 302-3905.

We have enclosed a money order in the amount of \$43.75; \$35 for the filing fee to make
the necessary changes, and \$8.75 for a certified copy of the amended articles to be
returned to us.

Sincerely,

Charmaine Henriques

Charmaine Henriques
President

*Amend
11-6-01
PHS*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BALBOA PASSAGE DESIGNS, INC.
(Name)

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(Document Number of Corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE II--- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
1445 Dolgner Place, Sanford, Florida 32771.

ARTICLE IV--- SHARES

The stock of this corporation shall consist of 100 shares of common stock with a par value of \$5.00

ARTICLE V---DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting
of not less than one (1) director.

The name and addresses of the directors are:

Charmaine Henriques
1775 Grange Circle,
Longwood, FL 32750

Leighton Henriques
1775 Grange Circle
Longwood, FL 32750


ARTICLE VI--- REGISTERED AGENT AND ADDRESS

The name and address of the corporation's registered agent is Leighton Henriques,
1775 Grange Circle, Longwood, FL 32750.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: OCTOBER 26, 2001

BY: _____


LEIGHTON HENRIQUES
Registered Agent

ARTICLE VIII--- SHAREHOLDERS

Charmaine Henriques
1775 Grange Circle
Longwood, FL 32750

The shares of the corporation shall be distributed as indicated in Article VIII above. If at any time, for any reason, shares are reissued, cancelled, redistributed or acquired by the Corporation, those shareholders in possession of 75 or greater shares are entitled to unlimited voted rights, and to the net assets of the corporation in the event of the corporation's dissolution. Additionally, the majority shareholders of this corporation have a pre-emptive right to acquire unissued or treasury shares of the corporative convertible into or a carrying right to subscribe to or acquire shares as issued by the corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained within the amendment itself, are as follows:

The shares of the corporation that were initially to be issued to Mrs. Gloria Robinson, a former director of the corporation, were never issued, and were retained by the corporation. Effective October 26, 2001, the said share certificates were distributed by the Corporation's secretary, and are now recorded on the corporation's books as being issued to the company's director, Charmaine Henriques.

THIRD: The date of each amendment's adoption: October 26, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of October, 2001

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Charmaine Henriques

(Typed or printed name)

President

(Title)