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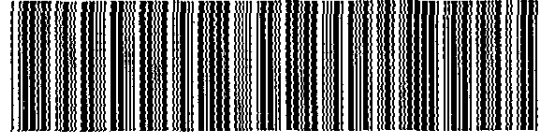
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Anthony P. Valente, Jr., Esquire

Attorney and Counselor at Law

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St. Petersburg, Florida 33701

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October 30, 2003

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

Re: Starving Artist Gallery, Café & Studio, Inc.,

Ladies and Gentlemen:

Enclosed please find Articles of Amendment in regard to the above referenced corporation along with a check in the amount of \$35.00, your required fee.

I also ask that you correct an error in your computer database: The name "Schorr" (as spelled in the Articles of Incorporation), was misspelled as Schoor.

At your earliest convenience, please certify the Articles and return a copy back to my office. Thanking you for your time and attention to this matter, I remain

Very truly yours,


Anthony P. Valente Jr.

APV/krh
Enc.
cc: client

ARTICLES OF AMENDMENT

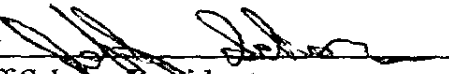
1. The following provisions of the Articles of Incorporation of STARVING ARTIST GALLERY CAFÉ STUDIOS, INC., a Florida Corporation, filed in Tallahassee on September 5, 2003, be and they hereby are amended in the following particulars:

Article FIRST be and it hereby is amended to read as follows: "The name of the corporation shall be STARVING ARTIST GALLERY, CAFÉ & STUDIOS, INC."

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 30th day of October, 2003.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of amendment this 30th day of October, 2003.

STARVING ARTIST GALLERY,
CAFÉ & STUDIOS, INC.

By 
Jeff Schorr, President

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TALLAHASSEE, FLORIDA