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July 15, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 19 PM 12:54

FILED

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-07/19/99--01133--002
*****87.50 *****43.75

Re: Articles of Amendment

Gentlemen:

Enclosed are the following:

1. Original and duplicate original of the Articles of Amendment to the Articles of Incorporation of Smoothie Adventures II, Inc., changing the name to Sutton Adventures II, Inc.

2. Our check in the sum of \$87.50 which represents your filing fee for the Articles of Amendment in the sum of \$35.00, and the cost of a certified copy of the Articles of Amendment in the sum of \$52.50.

We would appreciate it if you would file the Articles of Amendment and then return a certified copy of the filed Articles of Amendment. Thank you for your kind attention to this matter.

Very truly yours



Charles E. Bergmann

CEB/sg
Enclosures

NC
7-23-99
DHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMOOTHIE ADVENTURES II, INC.

FILED
99 JUL 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, *Fla. Stat.*, (1997), this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The present name of this corporation is SMOOTHIE ADVENTURES II, INC.
2. At a joint meeting of the shareholders and directors held on July 9, 1999, the following amendment to the Articles of Incorporation was adopted by the unanimous vote of all of the shareholders and directors in accordance with Article Twelve of the Articles of Incorporation:

BE IT RESOLVED by the shareholders and Board of Directors of SMOOTHIE ADVENTURES II, INC., a Florida corporation, that the stockholders and directors deem it advisable and hereby declare it to be advisable that Article One of the Articles of Incorporation be amended, changed and altered so as to read as follows:

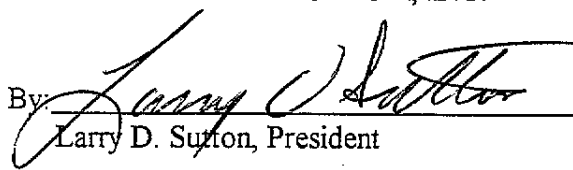
ARTICLE ONE - NAME

The name of this corporation shall be "SUTTON ADVENTURES II, INC."

3. The foregoing Amendment to the Articles of Incorporation was duly adopted by the unanimous vote of the shareholders and directors present at a special joint meeting held on July 9, 1999.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be affixed hereto and attested by its Secretary on this 12 day of July, 1999.

SMOOTHIE ADVENTURES II, INC.

By: 
Larry D. Sutton, President

Attest:

Larry D. Sutton
Corporate Secretary
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of July, 1999, by Larry D. Sutton, who is personally known to me or who produced _____, as identification, and who did/did not take an oath.

Vickie M. Garrison

Signature

VICKIE M. GARRISON

(Name typed or printed)

Notary Public

Serial No., if any, _____

My Commission Expires:



Vickie M. Garrison
MY COMMISSION # CC820015 EXPIRES
April 21, 2003
BONDED THRU TROY FAIR INSURANCE, INC.