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February 12, 2001

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4553-1

Bureau of Corporate Records
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

700003768847-3
-02/26/01--01155--003
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation
of COUNTRY CUPBOARDS OF VENICE, INC.

Dear Sir or Madam:

Enclosed are the original and duplicate of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$43.75 to cover the cost of the filing fee and a certified copy.

Please file the Articles and return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

John M. Compton

John M. Compton

NK
2-28-01
BTS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 26 AM 9:58

FILED

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Enclosures

cc: Andrew J. Britton, Esq.
cc: James L. Butler

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COUNTRY CUPBOARDS OF VENICE, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation hereby amends its Articles as follows:

ARTICLE I. OF AMENDMENT

Article I of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

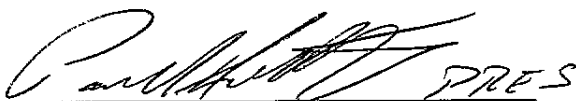
ARTICLE 1. NAME

The name of the corporation is Cubbies of Venice, Inc.

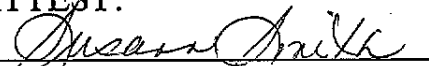
ARTICLE II. OF AMENDMENT

The effective date of the approval of the above amendment by all of the shareholders by written consent in accordance with Section 607.0704, Florida Statutes, is February 6, 2001; the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on February 6, 2001.

By:  PRES
Paul R. Smith, President

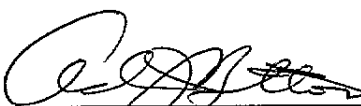
ATTEST:



Susanne Smith, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Paul R. Smith and Susanne Smith, President and Secretary respectively of Country Cupboards of Venice, Inc., a Florida corporation, who are personally or who produced N/A as identification and who did take an oath, and they acknowledged that they executed the foregoing Articles of Amendment on behalf of said corporation pursuant to authority in them duly vested by said corporation.

WITNESS my hand and official seal this 6th day of February, 2001.



Notary Public
 Andrew J. Britton
MY COMMISSION # CC111567 EXPIRES
March 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.
Name Printed

My commission expires:

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