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PICK-UP WAIT MAIL

(Business Entity Name)

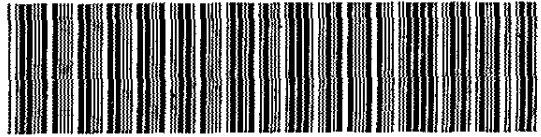
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*Jackie M. Smith gave
authority to spell out
-and- in Corp name.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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M. Nichols*

DAVID K. OAKS, P.A.

ATTORNEY AT LAW

DAVID K. OAKS

JACKIE M. SMITH
CERTIFIED LEGAL ASSISTANT

407 East Marion Avenue, Suite 101
Punta Gorda, Florida 33950

TELEPHONE: (941) 639-7627
FACSIMILE: (941) 575-0242
E-MAIL: doaksesq@comcast.net
Website: www.lawyers.com/davidk oakslaw

December 23, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32399

RE: **FLAMINGO POOL & SPA, INC.**

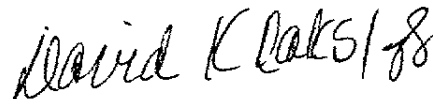
Dear Sir

Enclosed please find an original and two copies of the Articles of Amendment and an Affidavit to allow the assumption of the name of **FLAMINGO POOL AND SPA, INC.** together with our check in the amount of \$43.75.

We are also enclosing the original and two copies of the new Articles of Incorporation for Flamingo Pool and Spa, Inc. for filing together with that filing fee of \$78.75. Please return the certified copies to our office at the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js
Encl.
cc: client

FILED
03 DEC 29 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FL 32314

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
FLAMINGO POOL AND SPA, INC.**

To: Department of State
Tallahassee, FL 32314

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

1) The name of the corporation is **FLAMINGO POOL AND SPA, INC.**

2) The following amendments of the articles of incorporation were adopted by the shareholders and directors of the corporation on December 22, 2003 in the manner prescribed by the Florida Business Corporation Act:

That the name of the corporation, **FLAMINGO POOL AND SPA, INC.** shall be amended to **MENZER PROPERTIES, INC.**

3) The number of shares of the corporation outstanding at the time of adoption was one hundred (100); and the number of shares entitled to vote on the amendments was one hundred (100).

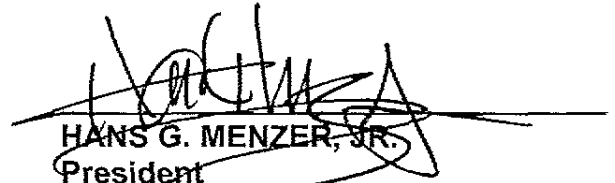
4) The designation and number of outstanding shares of each class entitled to vote on the amendments as a class were as follows:


One Hundred Shares (100) and	Common	Held by HANS G. MENZER, JR. NATALIA GARRI MENZER, Co- Trustees
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5) The number of shares voted for the amendment was One Hundred (100) and the number of shares voted against the amendment was Zero (0).

6) The number of shares of each class entitled to vote as a class voted for and against the amendment, respectively, was:

Common For 100 Against 0


HANS G. MENZER, JR.
President
Shareholder

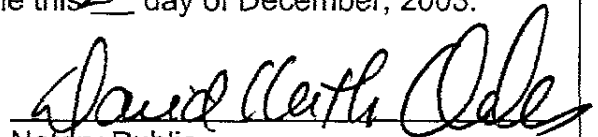

NATALIA GARRI MENZER
Shareholder

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a person duly authorized to administer oaths and take acknowledgments personally appeared **HANS G. MENZER, JR.** and **NATALIA GARRI MENZER** persons well known to me who were placed under oath administered in due form of law and who swears that they voluntarily signed the foregoing Articles for the reasons stated herein.

SWORN to and SUBSCRIBED before me this 22 day of December, 2003.

My Commission Expires:


Notary Public

David Keith Oaks
Printed Name



David Keith Oaks
Commission # CG 906300
Expires March 13, 2004
Bonded Thru
Atlantic Bonding Co., Inc.