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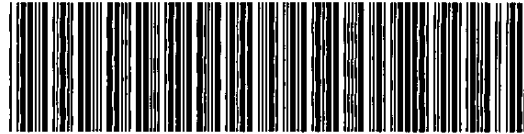
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 30, 2006

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation for Illustrated Escapes, Inc.; and Articles of Amendment to the Articles of Incorporation for J. B.'s Caribbean Soul, Inc.

Dear Sir/Madam:

Enclosed please find:

- (A) Articles of Amendment to the Articles of Incorporation for Illustrated Escapes, Inc., changing the name of the corporation to Humphrey Enterprises, Inc.;
- (B) Articles of Amendment to the Articles of Incorporation for J. B.'s Caribbean Soul, Inc., changing the name of the corporation to Illustrated Escapes, Inc.; and
- (C) a check in the amount of \$70.00, to cover the filing fees for both of the foregoing.

Please file the enclosed documents in the order set forth above and send notification of such filing to me at the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,

Edward R. Alexander, Jr.

Enclosures.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
J. B.'S CARIBBEAN SOUL, INC.**

FILED
06 JUL -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. B.'S CARIBBEAN SOUL, INC., a Florida corporation (the "**Corporation**"), by and through its President, hereby adopts an amendment to its Articles of Incorporation of February 17, 1984, as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the shareholders of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on June 28, 2006, adopted an amendment to Article I of the Articles of Incorporation of the Corporation. Article I is deleted in its entirety and the following is substituted therefor:

ARTICLE I
NAME

The name of this Corporation shall be:

ILLUSTRATED ESCAPES, INC.

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this _____ day of June, 2006.


Stephen H. Humphrey, Chief Executive Officer

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
J. B.'S CARIBBEAN SOUL, INC.**

The undersigned, being the holders of all of the issued and outstanding Common Stock, \$1.00 par value, of J. B.'s Caribbean Soul, Inc., a Florida corporation (the "**Corporation**") pursuant to §607.0704, Florida Statutes, and the members of the Board of Directors of the Company, pursuant to §607.0821, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting, and in lieu of holding a meeting of the Board of Directors of the Corporation, to have the same effect as action taken at a duly called meeting of the Board of Directors of the Company at which all directors were present:

Amended and Restated Articles of Incorporation.

1. The Articles of Amendment to the Articles of Incorporation, attached hereto as Exhibit A and incorporated herein, amending the Articles of Incorporation of the Corporation to change the name of the Corporation to Illustrated Escapes, Inc., are hereby adopted and approved.

Annual Shareholder Action.

2. Effective immediately, the Board of Directors shall consist of two (2) directors unless and until such number of Directors shall be changed in accordance with the Corporation's Bylaws. The following Directors are elected to serve until the next annual meeting of the Shareholders and until their successors are elected and have qualified, or until their resignation or removal pursuant to the Bylaws of the Corporation:

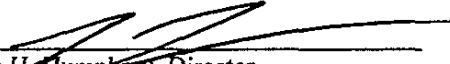
Stephen H. Humphrey

Ava I. Humphrey

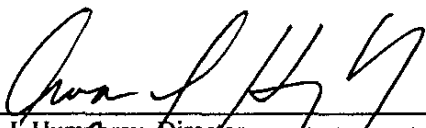
3. The actions and decisions of the directors and officers of the Corporation regarding the management of the Corporation taken and made in good faith and in the best interests of the Corporation since the date of the last annual meeting of the shareholders of the Corporation are hereby adopted, ratified, and approved.

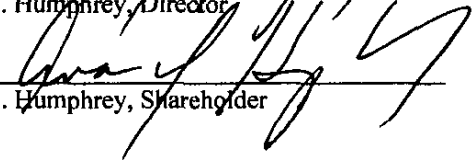
Execution of this document by the undersigned, being the holders all of the issued and outstanding Common Stock of the Corporation, pursuant to Sections 607.0704 and 607.1003, and by the undersigned as members of the Board of Directors of the Corporation pursuant to Sections 607.0821 and 607.1003, of the Florida Statutes, and the subsequent insertion of this document in the minute book of the Corporation, waives any requirement of a formal annual meeting of the Shareholders and Directors to conduct the business referred to herein.

Dated this 29th day of June, 2006.


Stephen H. Humphrey, Director


Stephen H. Humphrey, Shareholder


Ava I. Humphrey, Director


Ava I. Humphrey, Shareholder