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October 12, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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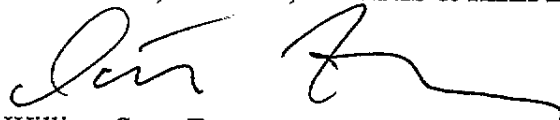
RE: Amendment of Articles of Incorporation
of Hanna's Sandcastle Designs, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Amendment of the Articles of Incorporation for the above-referenced corporation. If you find the same in order, it would be appreciated if you would file the original Amendment with your office and, thereafter, please provide evidence of the filing to the undersigned. Enclosed is a check in the amount of \$43.75 to cover the cost of filing the Amendment and providing a certified copy of the same to the undersigned. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.



William Scott Foster

Enclosures

cc: Marilyn Hanna

Amend
10-25-99
DAS

FILED
99 OCT 14 AM 10:20
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
HANNA'S SANDCASTLE DESIGNS, INC.
(the "Corporation")

FILED
99 OCT 14 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.181, Florida Statutes, the undersigned, being the President and Secretary of the Corporation, intend to amend and supplement the Articles of Incorporation of the Corporation by the following resolution duly adopted by all the shareholders of the Corporation on September 20, 1999:

The Articles of Incorporation shall be amended and supplemented by the addition thereto of ARTICLE VII which shall read as follows:

"ARTICLE VII - FLORIDA LICENSED INTERIOR DESIGNER:

Amy Maria Kohlin, a Florida Licensed Interior Designer, is hereby designated as a principal officer of the Corporation serving as Vice-President of Interior Design. The address of Amy Maria Kohlin is 616 Northview Drive, Crestview, Florida 32536.

The undersigned requests that the Secretary of State of the State of Florida approve this Amendment as set forth herein.

IN WITNESS WHEREOF, the undersigned have hereunto set the undersigneds' hands and seals this 30th day of September, 1999.

WITNESSES:

HANNA'S SANDCASTLE DESIGNS, INC.

Jennifer Bristol
Print Name: Jennifer Bristol

By: Marilyn Hanna
Marilyn Hanna - President

Marie M. Dennis
Print Name: Marie M. Dennis

ATTEST:

✓ Marilyn Hanna
Its Secretary

(AFFIX CORPORATE SEAL)

UNANIMOUS WRITTEN CONSENT
OF THE SOLE STOCKHOLDER AND
THE BOARD OF DIRECTORS OF
HANNA'S SANDCASTLE DESIGNS, INC.
(the "Corporation")

The undersigned, being the sole Stockholder and all the Directors of the Corporation, do hereby unanimously agree and consent as follows:

RESOLVED, that all the officers of the Corporation having recently resigned, the following parties are named to the respective offices set forth opposite each party's name below to serve for one year or until such party's successor is duly appointed:

President	Marilyn Hanna
Vice President	John R. Hanna
	Kaycee Lynn Barrington
	Dale Bennett
Vice President of Interior Design	Amy Kohlin
Treasurer	Marilyn Hanna
Secretary	Marilyn Hanna

RESOLVED, FURTHER, that the Articles of Incorporation shall be amended and supplemented by the addition thereto of ARTICLE VII which shall read as follows:

"ARTICLE VII - FLORIDA LICENSED INTERIOR DESIGNER:

Amy Maria Kohlin, a Florida Licensed Interior Designer, is hereby designated as a principal office of the Corporation serving as Vice-President of Interior Design. The address of Amy Maria Kohlin is 616 Northview Drive, Crestview, Florida 32536.

EXECUTED this 30th day of September, 1999.

✓ Marilyn Hanna
Marilyn Hanna
Stockholder/Director

✓ John R. Hanna
John R. Hanna
Director