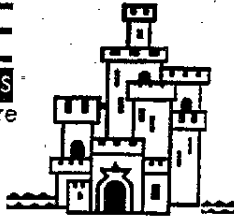


L36681

SANDCASTLE
designs
complete home furnishings centre

10745 Emerald Coast Pkwy. West
Destin, Florida 32541



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*Amend
7-27-00
MJS*

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

AMENDMENT OF
ARTICLES OF INCORPORATION

OF

HANNA'S SANDCASTLE DESIGN'S, INC.
(the "Corporation")

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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 July 17, 2000:

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:

William Earl Richey, 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 William Earl Richey is 69 Juniper Drive; Freeport, Florida 32439.

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 undersigned's hands and seals this 17th day of July 2000.

WITNESSES:

Marie M. Dennis
Print Name: Marie M. Dennis

Donna Callahan
Print Name: DONNA CALLAHAN

HANNA'S SANDCASTLE DESIGNS, INC.

By: Marilyn Hanna
Marilyn Hanna - President

ATTEST: Marilyn Hanna
Its Secretary

(AFFIX CORPORATE SEAL)