



THE UNITED STATES
CORPORATION
COMPANY

L97000000752

ACCOUNT NO. : 072100000032

REFERENCE : 467097 4355221

AUTHORIZATION : Patricia Pzyth

COST LIMIT : \$ 105.00

ORDER DATE : July 18, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 467097-005

CUSTOMER NO: 4355221

CUSTOMER: Ms. Marlla West
Collins Brown Caldwell Barkett
P. O. Box 3686

Vero Beach, FL 32964

Amend

300002241563--9

DOMESTIC AMENDMENT FILING

NAME: PORTRAITS FOR YOU, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name	7/20/97
Examiner	104
Update	1024
W.P. Verlyer	1024

RECEIVED
97 JUL 18 PM 12:08
DIVISION OF CORPORATION

*02250, 80524, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PORTRAITS FOR YOU, L.C.
Ref. Number: L97000000752

RESUBMIT
Please give original
submission date as file date.

We have received your document for PORTRAITS FOR YOU, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

It appears that you are increasing the capital contributions by \$3000. Please see paragraph #1. If you are increasing the contributions you will need to file a supplemental affidavit along with your amendment. The fee for filing a supplemental affidavit is \$250.00.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00036779

RECEIVED
97 JUL 29 PM 3:21

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF ORGANIZATION
OF
PORTRAITS FOR YOU, L.C.
A Florida Limited Liability Company**

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following Certificate of Amendment of Articles of Organization. The name of the limited liability company is PORTRAITS FOR YOU, L.C. The date of filing of Articles of Organization is July 8, 1997. The Amendments to the Articles of Organization are as follows:

1. Regina Carusone shall be admitted as a member of the organization by a unanimous vote of the membership of the organization on July 9, 1997. A capital contribution in the amount of \$3,000.00 shall be paid to the limited liability company by Regina Carusone.

2. Article VIII, Management, shall be amended to read as follows:

**"ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by any of the following four (4) Managers. The names and addresses of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

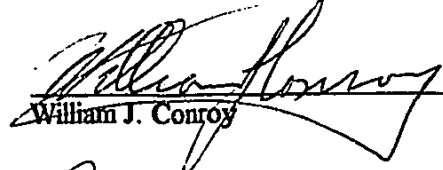
William J. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

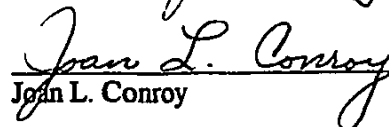
Joan L. Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

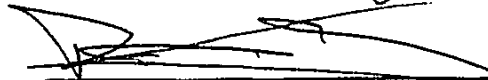
Brian Ivor Conroy
4800 North A1A, Unit #304
Vero Beach, FL 32963

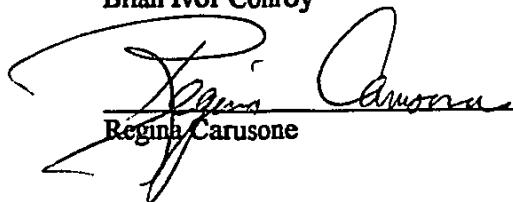
Regina Carusone
92 Old Washington Road
Ridgefield, CT 06877"

IN WITNESS WHEREOF, the undersigned being all the members of the organization have
executed this Certificate of Amendment of Articles of Organization this 15th day of July, 1997.


William J. Conroy


Joan L. Conroy


Brian Ivor Conroy

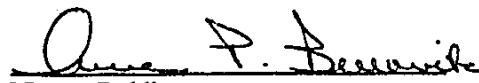

Regina Carusone

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by
WILLIAM J. CONROY, who is personally known to me or who has produced 10 card C560-920-27-
as identification and who did (did not) take an oath. 3420



ANNE P. BELLAVITA
MY COMMISSION # CC439525 EXPIRES
March 4, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
Name: _____
State of Florida at Large
My Commission expires: _____

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by
JOAN L. CONROY, who is personally known to me or who has produced FL Drivers License
as identification and who did (did not) take an oath.

Marlla J. West
Notary Public

Name: _____
State of Florida at Large
My Commission expires: _____



MARLLA J. WEST
My Commission CC438223
Expires Feb. 14, 1999

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by
BRIAN IVOR CONROY, who is personally known to me or who has produced FL Drivers
License as identification and who did (did not) take an oath.

Marlla J. West
Notary Public

Name: _____
State of Florida at Large
My Commission expires: _____



MARLLA J. WEST
My Commission CC438223
Expires Feb. 14, 1999

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by
Regina Carusone, who is personally known to me or who has produced a Conn driver's
identification and who did (did not) take an oath. license



ANNE P. BELLAVITA
MY COMMISSION # CC439625 EXPIRES
March 4, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

Anne P. Bellavita
Notary Public

Name: _____
State of Florida at Large
My Commission expires: _____