

N00000004358

(Requestor's Name)

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PICK-UP WAIT MAIL

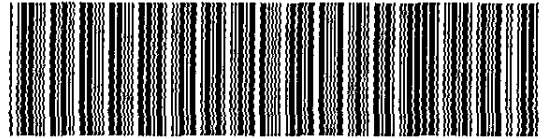
(Business Entity Name)

(Document Number)

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05/30/03--01019--025 **35.00

DEPT. OF STATE
TALLAHASSEE, FLORIDA

2003 MAY 30 AM 11:58

FILED

DEPT. OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

03 MAY 30 AM 11:22

RECEIVED

N.C.

C. Coulllette MAY 30 2003

CT CORPORATION

May 30, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5860853 SO
Customer Reference 1: 18042.015
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

The Pebbles Artist Community at Key West, Inc. (FL)
New Name: Studio Key West, Inc.
Amendment (Change of Name)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PEBBLES ARTIST COMMUNITY AT KEY WEST, INC.
(Document Number N00000004358)**

FILED
2003 MAY 30 AM 11:58
TALLAHASSEE, FLORIDA
CLERK OF STATE

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Articles I and VI shall be amended as follows:

**ARTICLE I
Name**

The name of the corporation (the "Corporation") shall be "Studio Key West, Inc."

**ARTICLE VI
Board of Directors**

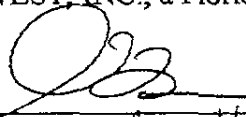
The affairs of the Corporation shall be managed by a board of directors, which shall consist of three (3) or more individuals, as specified in the Bylaws of the Corporation.

SECOND: The date of adoption of the amendments was 3/29, 2003.

THIRD: There are no members of the corporation or members entitled to vote on the amendments. The amendments were adopted by the board of directors of the corporation.

DATED: 3/29, 2003.

THE PEBBLES ARTIST COMMUNITY AT
KEY WEST, INC., a Florida nonprofit corporation

By: 
Print Name: Ann Henderson
Title: Secy Treas

**CONSENT TO RESOLUTIONS OF
THE DIRECTORS OF
THE PEBBLES ARTIST COMMUNITY AT KEY WEST, INC.
IN LIEU OF SPECIAL MEETING**

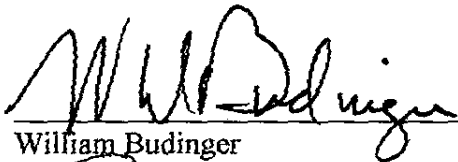
Pursuant to the provisions of Section 617.0821, Florida Statutes, the undersigned, being all of the directors of The Pebbles Artist Community at Key West, Inc., a Florida nonprofit corporation (the "Corporation"), hereby authorize, approve and adopt the following resolutions in lieu of holding a special meeting:

RESOLVED, that the Corporation's Articles of Incorporation be amended as provided in the Articles of Amendment to Articles of Incorporation of The Pebbles Artist Community at Key West, Inc. attached hereto as Exhibit A; and

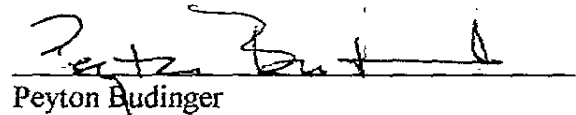
FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute and file the Articles of Amendment with the Florida Secretary of State, and to take any other actions that such officer deems necessary or appropriate to effect the resolutions adopted hereby.

This document may be executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute one and the same document.

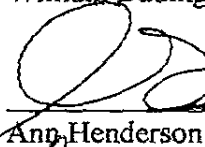
DATED effective as of 3/29, 2003.



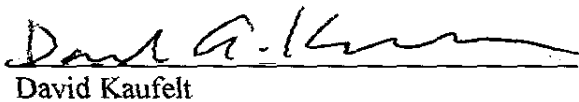
William Budinger



Peyton Budinger



Ann Henderson



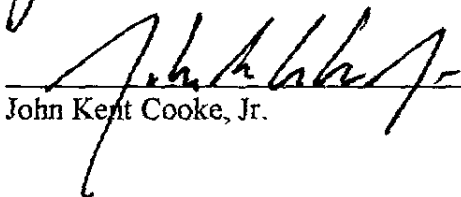
David Kaufelt



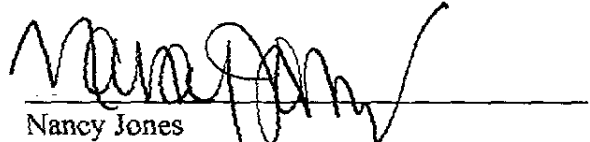
Lynn Kaufelt



Chad Wilson



John Kent Cooke, Jr.



Nancy Jones

**CONSENT TO RESOLUTIONS OF
THE DIRECTORS OF
THE PEBBLES ARTIST COMMUNITY AT KEY WEST, INC.
IN LIEU OF SPECIAL MEETING**


Pursuant to the provisions of Section 617.0821, Florida Statutes, the undersigned, being all of the directors of The Pebbles Artist Community at Key West, Inc., a Florida nonprofit corporation (the "Corporation"), hereby authorize, approve and adopt the following resolution in lieu of holding a special meeting:

RESOLVED, that the following individuals are hereby elected to serve as directors of the Corporation until the next annual meeting of the directors or until their successors are duly appointed:


William Budinger
Peyton Budinger
Ann Henderson
David Kaufelt
Lynn Kaufelt
Chad Wilson
John Kent Cooke, Jr.
Nancy Jones

This document may be executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute one and the same document.


DATED effective as of 3/29, 2003.



William Budinger



Peyton Budinger



Ann Henderson