

N00000004358

(Requestor's Name)

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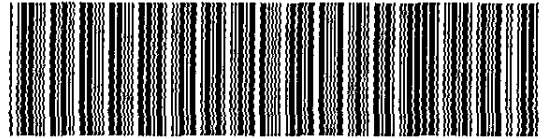
(Business Entity Name)

(Document Number)

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

2003 MAY 30 AM 11:58

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DEPT. OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

03 MAY 30 AM 11:22

RECEIVED

N.C.

C. Coullotte 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**

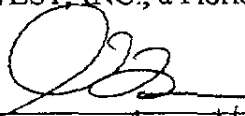
The affairs of the Corporation shall be managed by a board of directors, which shall consist of three (3) or more individuals, as specified in the Bylaws of the Corporation.

**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: Sec. Treas.

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

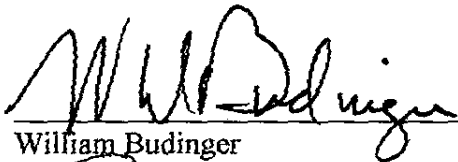
Pursuant to the provisions of Section 617.0821, Florida Statutes, the undersigned, being all of the directors of The Pebbles Artist Community at Key West, Inc., a Florida nonprofit corporation (the "Corporation"), hereby authorize, approve and adopt the following resolutions in lieu of holding a special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

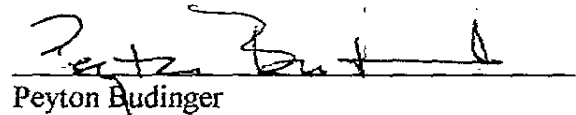
**RESOLVED**, that the Corporation's Articles of Incorporation be amended as provided in the Articles of Amendment to Articles of Incorporation of The Pebbles Artist Community at Key West, Inc. attached hereto as Exhibit A; and

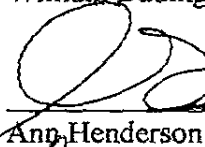
**FURTHER RESOLVED**, that any officer of the Corporation is hereby authorized and directed to execute and file the Articles of Amendment with the Florida Secretary of State, and to take any other actions that such officer deems necessary or appropriate to effect the resolutions adopted hereby.

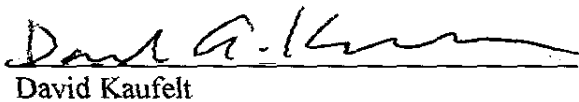
This document may be executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute one and the same document.

DATED effective as of 3/29, 2003.

  
William Budinger

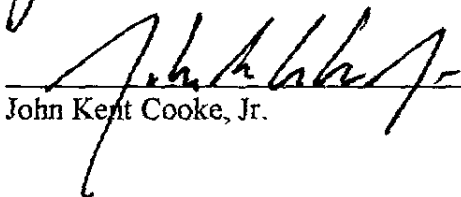
  
Peyton Budinger

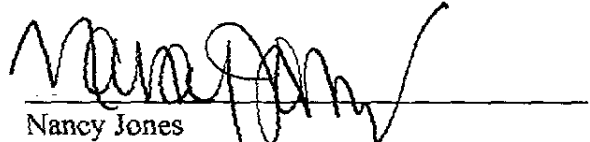
  
Ann Henderson

  
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