



Healing for the Spirit, Mind and Body

N 44163

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*****35.00 *****35.00

November 17, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendment of Articles of Incorporation, Document #44163

Gentlemen:

Enclosed is the Third Amendment to the Restated Articles of Incorporation of The Pilgrimage, Inc. and a check for \$35.00.

Article I was amended to reflect the current street address of the corporation.

Article VI amends the annual meeting date of the corporation.

Should you have any questions or comments, please contact me at work at (727) 572-9300, extension 3670.

Sincerely,

The Pilgrimage, Inc.

Martha H. Wharton

Martha H. Wharton
Secretary

Enclosure

FILED
01 JAN -2 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Al 1-4-01
amend*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 2000

THE PILGRIMAGE, INC.
2114 DREW ST., STE E
CLEARWATER, FL 33765

SUBJECT: THE PILGRIMAGE, INC.
Ref. Number: N44163

We have received your document for THE PILGRIMAGE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 300A00060728

Dec. 27, 2000

Dear Ms. Chestnut -

We have included the statement of no members entitled to vote. Thank you for your assistance.

*Martha Wharton
Secretary*

THIRD AMENDMENT TO RESTATED ARTICLES OF INCORPORATION

OF

THE PILGRIMAGE, INC.

We, Laurie Powers-Shamon, as President, and Martha Wharton, as Secretary of THE PILGRIMAGE, INC., a corporation organized and existing under the laws of the State of Florida, do hereby certify that by resolution adopted at a special meeting of the board of directors held at the offices of the corporation located at 2114 Drew Street, Suite E, Clearwater, Florida 33765 on October 16, 2000, unanimously adopted and passed a resolution to amend Article I and Article VI. There are no members of the corporation or members entitled to vote.

Article I of the Restated Articles of Incorporation shall hereafter read as follows:

ARTICLE I

The name of the corporation is:

THE PILGRIMAGE, INC.

The principal place of business of this corporation shall be at 2114 Drew Street, Suite E, Clearwater, Pinellas County, Florida 33765, and the mailing address shall be Box 5204, Clearwater, Florida 33758.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI of the Restated Articles of Incorporation shall hereafter read as follows:

ARTICLE VI

The members of the Board of Directors shall be chosen by ballot at the annual meeting of the Board of Directors of the corporation which shall be held on the second Monday in December of each year or within 60 days prior to February 1 in each calendar year. In such elections a majority of votes cast shall be necessary to decide the choice. The Board of Directors shall have power to fill all vacancies which may occur in its body during the year until the next annual meeting. The Board of Directors shall elect the corporate officers who shall be a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, and one or more Assistant Treasurers, who need not be but may be members of the Board of Directors. The offices of Secretary and Treasurer may be held by the same person. The term of office of members of the Board of Directors may be more than one year.

Meetings of the Board of Directors shall be held annually on the second Monday in December in each year or within 60 days prior to February 1 in each calendar year, to receive the reports of officers and committees, to pass on the same, and to turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or be called by the President of The Pilgrimage, Inc. or at the request of 25% of the

members of the Board of Directors. The other privileges and duties of the Board of Directors and the officers, shall be as provided in the By-Laws of the corporation.

Dated at Clearwater, Florida, this 17th day of
November, 2000

The PILGRIMAGE, INC.

By: Laurie Powers-Shamon
President

By: Martha H. Wharton
Secretary

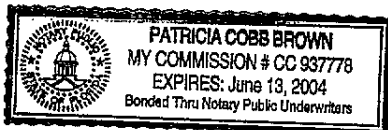
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 17th day of
November, 2000, personally appeared Laurie Powers-
Shamon, and Martha H. Wharton, President and Secretary,
respectively, of The Pilgrimage, Inc., to me known to be the
persons described in and who executed the foregoing
instrument, and they severally acknowledged the execution
thereof to be their free act and deed as such officers, for
the uses and purposes therein mentioned; and that they
affixed thereto the official seal of said corporation, and
the said instrument is the act and deed of said corporation;
and each person verified their identity with a Florida
Driver's License.

WITNESS my signature and official seal at Clearwater,
said County and State, the day and year aforesaid.



Patricia Cobb Brown
Notary Public