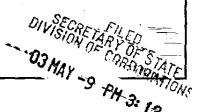
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Amend.

LAURA SHERIDAN 10275 COLLINS AVE #1112 BAL HARBOUR, FL 33154 305-793-6059c 305-993-1387h 305-672-3515vm laurasheridan1@aol.com

MAY 2, 2003

TO WHOM IT MAY CONCERN;

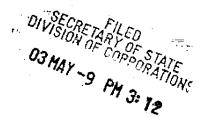
I HAVE ENCLOSED ARTICLES OF AMENDMENT FOR BOUTIQUE HOTELS, INC. P00000015967.

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

SINCERELY,

LAURA SHERIDAN

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



	*
BOUTIQUE	Horas, INC.
	(present name)
P 00000	0015967
(Document l	Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IX "INITIAL BOARD OF DIRECTORS"

- NICHOLAS PAULUS HENEBY RESIGNS AS DIRECTOR

- LAURA SHERIDAN IS THE SOLE DIRECTOR AND

MANAGING MEMBER

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: 7	The date of each amendment's adoption: MAY 2, 20003		
FOURTII:	Adoption of Amendment(s) (CHECK ONE)		
D	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
ū	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient		
	for approval by		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
U2 7	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 2 day of MAY , 2003.		
Signature_			
Organica.co	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	LAURA SHERIARI		
	(Typed or printed name)		
	INCORPORATION AND DIRECTOR		
(Title)			