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2506 S.E. 17th STREET OCALA, FL. 34471 352-732-8267

ar sir:

Date: 05/17/200 (

ase amend the articles of corporation for the above named corporation and forward the appropriate hs checked below.

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400004288804--6

Amount

-05/23/01--01013--001 *****52.50 *****52.5

SUSAN M. KELLY PRESIDENT

CHEC	CK ALL THAT APPLY	€Extra	**
i	Filing fee for the articles of amendment	\$35.00	-

Certified copies of amendment \$ 8.75 each (plus \$1.00 per page for each page over 8, not to exceed a maximum of \$52.50)

(plus \$1.00 per page for each page over 8, not to exceed a maximum of \$52.50)

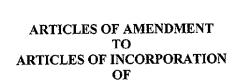
Certificate of status

\$ 8.75 each

Total due \$52

David Evang gave Authorization do add date of adoption and to Correct the old Corp. name. 5/30

Amend & N/C



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OI MAY 22 AM 9: 58

TROPICAL TANNING & NAILS, INC.

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

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

Amended

ARTICLE ONE

NAME

TROPICAL TAN & NAILS INC.

AMENDED

ARTICLE TWO

•

REGISTERED OFFICE AND AGENT

TROPICAL TAN & NAILS INC.

SUSAN M. KELLY 2506 S.E. 17th STREET OCALA, FL. 34471 352-732-8267

SAME

ARTICLE THREE

PURPOSE

SAME

ARTICLE FOUR

DURATION

SAME

ARTICLE FIVE

INCORPORATOR

AMENDED

ARTICLE SIX DIRECTORS

NT ----

Name

SUSAN M. KELLY

President

Address

10641 N. SUNFLOWER PT.

CRYSTAL RIVER, FL., 34428

352-795-5232

DAVID E. EVANS

Vice President

10051 HWY 40 E.

INGLIS, FL, 34449

SUSAN M. KELLY

Secretary/Treasurer

10641 N. SUNFLOWER PT.

CRYSAL RIVER, FL. 34428

352-795-5232;

AMENDED

ARTICLE SEVEN

CAPITAL STOCK 100

100 SHARES @ \$550.00 PER SHARE

AMENDED

ARTICLE EIGHT

STATED CAPITAL

\$50.00

SAME

ARTICLE NINE

AMENDMENT OF ARTICLES

OND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, sions for implementing the amendment if not contained in the amendment itself, are as follows:				
THIRD: The date of each amendment's adoption: May 1, 2001				
FOURTH: Adoption of amendments(s) (CHECK ONE)				
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
_	The amendments(s) was/were approved by the shareholders through voting groups. The following statements 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 byvoting group			
<u>X</u>	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signed this 17 day of May, 2001 Signature May Helly Pusualent (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)				
SUSAN M. KELLY				
Typed or printed name				
PRESIDENT Title				
	1.1115			

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for, TROPICAL TAN & NAILS INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.

SUSAN M. KELLY

REGISTERED AGENT

DATE 05/17/2001