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-09/27/00--01001--005
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. L & P Pleasure Palace, Inc. P0000045410
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) Amend
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 SEP 26 PM 3:15

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Asp
9/27/00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
L & P PLEASURE PALACE, INC.**

**FILED
00 SEP 26 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Lorranine Pedro
Vice-President:	Mary Lewis
Secretary:	Lorranine Pedro
Treasurer:	Mary Lewis

SECOND: Article 5 shall be amended to state:

President:	Mary Lewis
Vice-President:	Lorranine Pedro
Secretary:	Lorranine Pedro
Treasurer:	Mary Lewis

whose addresses shall be the same as the principal address of the Corporation.

THIRD: The date of the adoption of this amendment is the 26 June 2000.



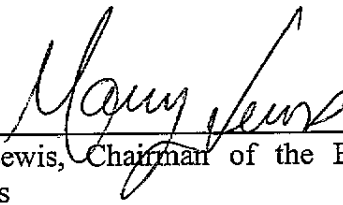
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FOURTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 26 June 2000.



Mary Lewis, Chairman of the Board of
Directors



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