POCCOCOLATES A PROFESSIONAL ASSOCIATION

A PROFESSIONAL ASSOCIATION
Bank of America Tower at International Place
34th Floor

TELEPHONE: (305) 350-5173 100 Southeast 2nd Street TELECOPIER: (305) 374-1266 Miami, Florida 33131

email; mail@ruteckiandassociates.com website; www.ruteckiandassociates.com

August 9, 2000

Department of State P.O. Box 6327 Tallahasse, Florida 32314

Re: No Lines Tanning Bar Corporation

To whom it may concern:

Following please find an Amendment to Articles of Incorporations for the referenced corporation. Enclosed please find a check # 2319, in the amount of \$43.75, which was requested for the transaction.

Please mail Amendments to our office. If you have any questions please contact this office.

Sincerely,

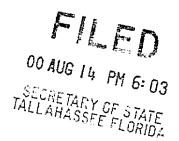
Heather A. Rutecki, Esq.

Enc.

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TALLAHASSEE FIGRIN

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

No Lines Ta	anning Bar, S Corp.	
	(present name	

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)

The name of the corporation is hereby changed to read:
No Lines Tanning Bar Corp.

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:	The	e date of each amendment's adoption: August 3, 2000			
FOURTI	H: A	Adoption of Amendment(s) (CHECK ONE)			
Ţ	_	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
Ţ	_	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 byvoting group"	• .		
1	₩	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.			
Signa	^	Signed this	•		
OR					
(By a director if adopted by the directors)					
		OR			
		(By an incorporator if adopted by the incorporators)			
		Ronald DeMeo Typed or printed name	* Justine		
		Director, Incorporator			
		Title			

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