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August 8 2000

Florida Secretary of State Division of Corporations PO Box 6327 Tallahassee, FL 32314 700003445117--2 -10/30/00-01/54-010 ******35.00 ******35.00

Re: III M Executive Club, Inc. F/K/A III M, Inc.

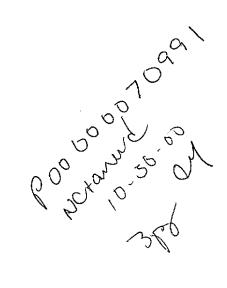
Enclosed please find original Articles of Amendment for the above referenced corporation.

We have enclosed a check in the amount of \$35 for the required filing fee.

Name and Title: Sonni Woodbury, President

Address: 4833 Okeechobee Blvd. #113, West Palm Beach, FL 33417

OU OCT 30 PM 1:51
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF III M, Inc.

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

FIRST: Amendments adopted:

ARTICLE I Shall Be Amended To Read As Follows:

The name of the corporation shall be:

III M Executive Club, Inc.

ARTICLE V Shall Be Amended To Read As Follows:

The name and address of the registered agent and

Sonni Woodbury 4833 Okeechobee Blvd. #113 West Palm Beach, FL 33417

The address of the principal office shall be the same as the registered office.

ARTICLE VII Shall Be Amended To Read As Follows:

The name(s) and address(es) of the incorporator(s) is (are):

Sonni Woodbury 4833 Okeechobee Blvd. #113 West Palm Beach, FL 33417

SECOND: The amendments were adopted on: August 8, 2000

THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 8th day of August, 2000

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating it's registered agent and registered office, in the State of Florida.

The name and address of the registered agent and office is:

Soni Woodbury 4833 Okeechobee Blvd. #113 West Palm Beach, FL 33417

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Sonni Woodbury

DATE